100% OFFICIAL CONTENT
5 NEW MENACING MIND-FLAYING MONSTERS
dragon
BONUS! DROW OUTPOST MAP INSIDE!
ISSUE 337 · NOVEMBER 2005
ALL HAIL ZUGGTMOY Demon Queen of Fungi
KEITH BAKER EXPLORES EBERRON'S LORDS OF DUST
ECOLOGY OF THE SHADAR-KAI
AD-FREE SCAN
Dec. 2005 Release
U.S. $6.99 | CAN $9.99

ISSUE 337 NOVEMBER 2005

dragon

VOL. XXX NUMBER 6

CONTENTS

Publisher: Keith Strohm
Editor-in-Chief: Erik Mona
Senior Art Director: Sean Glenn
Associate Editor: Jason Bulmahn
Assistant Editors: Mike McArtor and F. Wesley Schneider
Graphic Designer: Sarah Robinson
Advertising Director: Joshua J. Frost
Director of Operations: Jeff Alvarez
Business Manager: Kelly O'Brien
Circulation Manager: Pierce Watters
For Wizards of the Coast: Rich Redman and Ed Stark

CONTRIBUTING ARTISTS
Peter Bergting, Chad Dulac, Bill Halliar, Niklas Jansson, John Kovalic, Krista A. Leemhuis, Ben McSweeney, Stacy Michalcewicz, Cara Mitten, Tony Moseley, Chris Stevens, Linda Tso, Eva Widermann, Aaron Williams, Keiran Yanner, Jim Zubkavich

CONTRIBUTING AUTHORS
Kevin Baase, Keith Baker, Shelly Baur, Joshua Cole, Andy Collins, Jesse Decker, Charles Dunwoody, Richard Farrese, Mike Fehlauer, Mike L. Fiegel, Oliver Frank, James Jacobs, Eric Jansing, Daniel Lawson, Paul Leach, John E. Ling, Jr., Hal Maclean, Stephen Radney-MacFarland, Amber E. Scott, James Sutter, Troy E. Taylor, Peter Troia

PAIZO PUBLISHING, LLC
2700 Richards Road, Suite 201, Bellevue, WA 98005-4200

CEO/Executive Officer: Lisa Stevens
Chief Operating Officer: Keith Strohm
Technical Director: Vic Wertz
Director of Operations: Jeff Alvarez
Corporate Accountant: Dave Erickson

Dragon® (USPS 318-790) is published monthly by Paizo Publishing, LLC, 2700 Richards Road, Suite 201 Bellevue, WA 98005-4200, United States of America. (ISSN# 1062-2101) Periodicals Postage Paid at Bellevue, WA, and at additional mailing offices.

Ride-Along Enclosed.

No part of this magazine may be reproduced (except for review purposes) without the prior written consent of the publisher. Material published herein does not necessarily reflect the opinions of Paizo Publishing, LLC, its employees, or its editorial staff, who are not liable for opinions expressed herein. Most product names are trademarks owned by the companies that publish those products. Use of the name of any product without mention of trademark status should not be construed as a challenge to such status. Trademarks related to the Dungeons & Dragons brand, including *Dragon*, *Dungeon*, and D&D are trademarks of Wizards of the Coast, Inc. and are used under license from Wizards of the Coast, Inc., a division of Hasbro, Inc.

POSTMASTER: SEND ADDRESS CHANGES TO
Paizo Publishing, 2700 Richards Road, Suite 201, Bellevue, WA 98005-4200.

BACK ISSUES: **paizo.com/dragon** or call (425) 289-0060.

SUBSCRIPTIONS/CHANGE OF ADDRESS: Contact Paizo Publishing at **subscriptions@paizo.com** or call (425) 289-0060. Although we accept subscriptions to prison addresses, delivery is subject to the discretion and/or whim of prison personnel. If you have not received a magazine or premium, please consult with your mail room authorities. This publisher is not responsible for non-delivery.

ADVERTISING: Contact *Dragon*'s Advertising Director, Josh Frost, at (425) 289-1345. All ads are subject to approval by Paizo Publishing, LLC, which reserves the right to reject any ad for any reason. Advertisers and/or agencies of advertisers agree not to hold Paizo Publishing, LLC liable for any loss or expense from alleged wrongdoing that may arise out of the publication of such advertisements.

DISTRIBUTION: National and international distribution is provided by Curtis Circulation Company, 730 River Road, New Milford, NJ 07646. Tel: (201) 634-7400. Fax: (201) 634-7499.

OPEN GAME CONTENT: Unless otherwise noted, this Paizo Publishing, LLC product contains no Open Game Content. No portion of this work may be reproduced in any form without permission. To learn more about the Open Gaming License and the d20 System License, please visit **wizards.com/d20**.
©2005 Wizards of the Coast, Inc.

Printed in the U.S.A.

FEATURES

24 **MONSTERS OF THE MIND**
by Kevin Baase, Eric Jansing, and Oliver Frank, with Bill Halliar
A mind is a terrible thing to taste. Unless, of course, you're one of these horrors.

36 **DEMONOMICON: ZUGGTMOY**
by James Jacobs
The unchecked growth of things that feed on decay heralds the arrival of the Demon Queen of Fungi.

56 **LORDS OF DUST**
by Keith Baker
Meet the rakshasas who oppose the powers that be of Eberron. Just don't call 'em furries.

72 **ECOLOGY OF THE SHADAR-KAI**
by Jesse Decker
Murderers and masochists, the darkness seeks to claim those who tried to bend its power to their will.

CONTACT US!

Letters to the Editor: scalemail@paizo.com
Submissions: dragon@paizo.com
Subscriptions: paizo.com/dragon
Back Issues: paizo.com/dragon
Customer Service:
customer.service@paizo.com
Sage Advice: sageadvice@paizo.com
Advertising: josh.frost@paizo.com

TABLE TALK

10 FROM THE EDITOR
Erik talks about the new D&D movie.

12 SCALE MAIL
Dead cats, Class Acts, and campaign settings round out this month's mailbag.

16 FIRST WATCH
Previews, news, and gear for gamers.

FAMILIARS

78 WORMFOOD
Psst! Hey, buddy. Wanna buy an amulet?

82 BAZAAR OF THE BIZARRE
Face paints aren't just for clowns any more.

86 GAMER GUIDE

88 SAGE ADVICE
The Sage answers your rules questions.

92 CLASS ACTS
Options and insights for your favorite classes.

104 COMICS

ON THE COVER

Chris Stevens's Zuggtmoy cover shows what a fungi... er... girl she is.

SEQUEL SPEAK

Back in issue #324, then-Editor-in-Chief Matthew Sernett took a bold stand when he said "The D&D movie sequel represents the best thing to happen to D&D since the release of third edition." Like many of you, I remember chortling at this suggestion, shaking my head and saying something like "That Matt, he sure is a goof."

Here's something you've got to understand about Matt Sernett. He has amazingly good taste when it comes to buying D&D articles, writing stuff for the magazines, and designing RPG products in his new capacity as a member of Wizards of the Coast's R&D department. He's a snappy dresser, has fine taste in women, and is a hell of a lot of fun around a D&D table. But he's got a huge weak spot when it comes to fantasy movies.

Namely, he likes pretty much all of them. *Hawk the Slayer?* He's got it. *Krull?* I think it's one of his favorites. The only fantasy movie I can remember him poo-pooing is *Barbarians*, starring (I kid you not) "Barbarian Brothers" Peter and David Paul, bodybuilders who spend most of the movie mangling dialogue and flexing their oiled-up muscles. *Barbarians* belongs squarely in the mid-80s fantasy film subgenre of "movies where the bad guy gets killed by a thrown sword." There are really a lot of those movies, including the wretched *Conan the Destroyer*, which many fantasy fans list among their favorite films. It was a difficult time for all of us.

Aside from *Barbarians*, so far as I know Matt likes pretty much any fantasy movie in existence. As far as character flaws go, this one is pretty endearing, but it's a trait that pulls him some distance from many D&D fans in that he has a lot of nice things to say about the first DUNGEONS & DRAGONS movie. I do not.

So it was with some chagrin that I learned there would be a sequel, due in part to strong international distribution and excellent DVD sales of the original. Suggestions that the new movie might star Paris Hilton did little to encourage me. In fact, just about the only thing that made me anticipate the movie was Matt's bold editorial, because I knew in my soul that the D&D sequel would be absolutely awful, especially since (unlike the first movie) we all had the complete *Lord of the Rings* trilogy to serve as a mental map of what a perfect fantasy movie ought to look and sound like.

Shortly after Matt's editorial, I started hearing rumors from within Wizards of the Coast. The Paris Hilton thing turned out to be false, but the news that really shook my worldview was that a lot of the folks at the company had seen the sequel, and said it was actually pretty good.

I wanted it to be good. It goes without saying that an excellent D&D movie could do wonders for the hobby, but nightmares of Jeremy Irons and blue lipstick still haunted me from the original. I jumped at the opportunity to host a sneak peek of the movie at Gen Con Indy, eager to get a glimpse of what I had been told would be a major improvement.

It's a major improvement. I've read the full script, and I've seen about a half-hour of clips and behind-the-scenes footage. I've spoken to the writer, Brian Rudnick, who incorporated elements from his own D&D campaigns into the story, which is much stronger than the original. By the time you read this, *DUNGEONS & DRAGONS: Wrath of the Dragon God* has already made its network debut on the Sci-Fi Channel, and the movie comes out on DVD this month. I haven't seen the whole thing, but I know enough to confirm that I'll be buying it.

I think I'll invite Sernett to watch it with me. That kid's got good taste in movies.

ERIK

Erik Mona
Editor-in-Chief

LETTERS

Tell us what you think of this issue. Send an email to **scalemail@paizo.com**. Please include your name, city, and state.

Complete Inclusion

I am loving your monthly entries for each class, what with the little tidbits that make the ordinary easily extraordinary or unusual.

However, let's not forget that there are 12 more official Wizards of the Coast standard classes (from the *Complete* series): favoured soul, hexblade, ninja, samurai, scout, shugenja, spell thief, spirit shaman, swashbuckler, warlock, war mage, and wu jen.

What I would suggest is that you either incorporate one of these classes into every month, taking a full year to swing through the entire set. Or, you could dedicate a single issue of the Class Acts to express ideas regarding these new core classes.

Heck, surely if you can do a page on the "Flaws for Commoners" you can do one page a year on each of the above?

What say you? Are you up to the challenge?

Trevor Chapman
Brampton, Ontario

Indeed we are. Look for a revamped, slightly less rigid format for Class Acts starting in the January issue. The new approach will be patterned off the Complete book class breakdowns, providing tips for warriors, arcanists, divine spellcasters, and "adventurers," which will allow us to get a little more creative and cover some of the oddballs now and again.

Setting Specific

I have been an avid reader of both your magazines since the onset of third edition, and have loved your content from the beginning. Since Erik Mona has taken the helm, I have seen a constant improvement of both magazines. I applaud the directions both have taken, and I am looking forward to anything more you might throw our way.

On that note, I would like to comment on Erik Mona's recent editorial in DRAGON #335 regarding the inclusion of setting specific content. I agree wholeheartedly, but would like to mention a couple more things, especially since I know there will be quite an uproar about it.

This whole "setting specific" controversy has always boggled my mind, since adaptation has always been an easy thing to do. Just because a selection of spells has FORGOTTEN REALMS or EBERRON in the title does not mean it cannot be used in your personal homebrew campaign. I don't see people clamoring and whining just because there is a "fire mage" prestige class that they absolutely cannot alter for their own ice-encased world. They will likely simply replace the same abilities with the [cold] descriptor if they like the class concept. Setting specific material, in my view, is no different, and for the most part requires as much effort.

Hopefully other readers might realize that the whole debate should really be a non-issue. I love reading about the worlds of GREYHAWK, EBERRON, and FORGOTTEN REALMS, because I love stories and ideas. I love those same articles because I know that there will almost always be a way I can weave that rule or mechanic into my own stories.

Bring on the settings! I'm looking forward to it, with a vengeance.

Jeremy Tollefson
Sacramento, CA

PAIZO TO SEND GAMING CARE PACKAGES TO DRAGON AND DUNGEON SUBSCRIBERS HIT BY KATRINA

Many members of the gaming community were hit hard when the American Gulf coast was devastated by Hurricane Katrina. Naturally, the most important need is for humanitarian aid for all of our fellow citizens affected by the storm. We encourage everyone in the gaming community to contribute to reputable aid organizations such as the Red Cross (1-800-HELP-NOW) and to consider volunteering in whatever capacity each of us is able.

Beyond this, Paizo has decided that we can help in our own small way by creating a care package for our subscribers whose belongings were likely damaged or destroyed in the storm. These packages will consist of a collection of Paizo products and other gaming products donated by other gaming companies and will be sent to our subscribers who live in the hardest-hit areas.

If you would like to contribute toward this effort, you may purchase a Katrina Care Package Donation at **paizo.com**. All money collected will be used to purchase additional supplies and help get the packages to our friends in the gaming community.

FREE POSTER MAP: DROW OUTPOST

Dragon Talk

This issue contains a special poster map compatible with DUNGEONS & DRAGONS and the D&D Miniatures game. The Drow Outpost fits between maps in the first two Fantastic Locations products (*Fane of the Drow* and *Hellspike Prison*). The map was designed by the Wizards of the Coast R&D department, with cartography by Jason Engle. Designer Stephen Schubert provides the following tips to help you get the most from this tournament legal map.

Drow Outpost in the D&D Miniatures Game: This map focuses on the concept of a single choke point, the central bridge, and the deep rift through the center of the map helps direct the flow of battle while still allowing ranged units to be involved. Making the bridge a victory area for both sides reinforces the site as a battle location, while the other victory areas are close enough to the middle of the map to be relevant. The inclusion of pit terrain makes minis with push effects, such as pushback, slide, or telekinesis, more interesting, as well.

When playing a D&D Miniatures game on this map, all squares of the rift are treated as pits. Pits do not block line of sight or line of effect, but only creatures with Flight can enter a pit square. Any creature that ends its turn in a pit square is eliminated. (A routing creature with flight might fly over a pit while moving toward its exit, but if it ends its turn on a pit square, it's eliminated, scoring victory points for the opponent as usual.) If a creature is moved onto a pit square during another creature's turn, it can make a DC 15 save at the end of that turn. If the save succeeds, the creature moves off the pit to the nearest legal space, without taking attacks of opportunity. If the save fails, the creature is eliminated.

EULOGY

My wife and I are now mourning the passing of Riley, our cat and fellow gamer.

Riley was quite fond of helping me prepare for my games by lying on my open books, knocking my dice about, and pushing my writing utensils on the floor. He was especially fond of lying on the cool pages of my DRAGON or DUNGEON magazines.

He also enjoyed taking part in our bi-weekly Friday night games by jumping in the middle of the table and sprawling out on our maps, or just sitting on our laps as we played and tossing in the occasional meow.

Our group's EBERRON DM, Billie, always welcomed a little help from Riley, especially when he ran off with a key miniature just before a big battle.

Please join us in bidding farewell to our friend, and family member.

Ray
Austell, GA

Thanks for letting us know about your cat, Ray! A game is never quite the same without a little critter running around under the table, so here's hoping Riley made his resurrection survival check. Er, wait. Thanks to third edition, he doesn't even need to make a roll to come back!

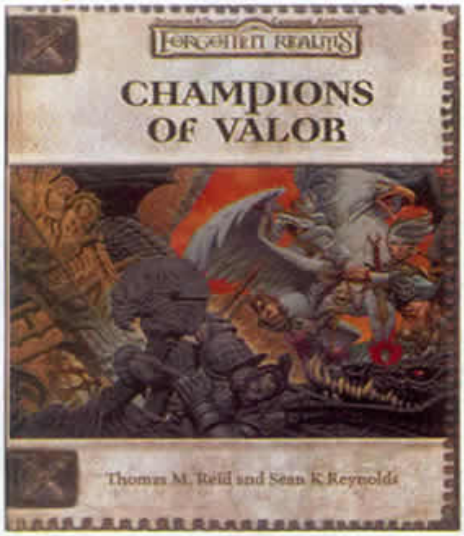
Chaos Wasteland
http://chaos-wasteland.dyndns.org:6969/
RPG BIT-TORRENT TRACKER
SCAN REQUESTS

Official D&D
- Heroes of Horror
- Hellspike Prison
- Spell Compendium
- Dungeon Magazine #126

d20 Sword & Sorcery
- Advanced Player's Guide

d20 Sovereign Press
- Towers of High Sorcery
- War of the Lance
- Holy Orders of the Stars
- Legends of the Twins
- Spectre of Sorrows

NEW RELEASES



This month, veteran FORGOTTEN REALMS game designers Thomas M. Reid and Sean K Reynolds bring you the companion to *Lords of Darkness: Champions of Valor.* This guide to Faerûnian heroes includes a variety of goodly prestige classes, campaign-specific origin stories—like Selûnite Foundling and Celestial-Attended Birth—and a heavy helping of new feats and spells. Details on some of the most heroic organizations in the Realms, as well as benefits for joining in their causes, also bring a variety of guilds and orders to life. For everything you need to become a true hero of the Realms, check out *Champions of Valor.* –S.B.

All out devilry starts in Magma Keep, the first of three play maps equally suited to both D&D and D&D Miniatures included in *Hellspike Prison.* From that ruined temple awash with lava, travel to the smoking depths of the infamous Hellspike, the deadly Mushroom Cavern, and finally the Temple of the Prismatic Flame, in this 16-page adventure by designer and former DRAGON editor-in-chief Matthew Sernett. The three maps included in Hellspike Prison will also be used as official D&D minis tournament maps once Set #9, *War Drums,* releases in early 2006. –S.B.

Wrath of the Dragon God, the direct-to-DVD sequel (in name only) to 2000's DUNGEONS & DRAGONS movie, releases this month. From Juiblex to the Barrier Peaks, references to famous faces and adventures abound as a band of heroes strives to thwart a nefarious attempt to awaken the Night Dragon. Previewed to applause and excitement at this year's Gen Con, screenwriter and long-time gamer Brain Rudnick said that his own D&D characters and experiences were a major source of inspiration for the movie. Each DVD also includes a new low-level adventure brought to you by DUNGEON magazine, which weaves carefully into the film's plot. –J.S.

NEXT MONTH IN DRAGON # 338

CORE BELIEFS: BOCCOB
by Sean K Reynolds
The deity of magic reveals his secrets in this first article in a new series. Peek into the inner working of Boccob's faithful and learn about their myths, temples, planar allies, holy texts, holidays, and more.

STAFFING ISSUES
by Ben Vandgrift
Now your wizard's staff can truly have a life of its own. Replace your familiar with a powerful staff and explore the legends surrounding staves throughout the ages.

SCHOOLS OF MAGIC
by Alfred O. Cloutier
Where did your wizard go to school? Pick your alma mater carefully as that decision can deeply influence your future.

IMPS OF ILL HUMOR
by David Schwartz
From choler to sanguis, four new imps to disturb the balance of your PCs.

PLUS!
The Ecology of the Spell Weaver, Class Acts, Bazaar of the Bizarre, First Watch, Scale Mail, Sage Advice, Worm Food, and comics.

reported by Shelly Baur, Jason Bulmahn, Joshua Cole, Allan Grohe, Mike L. Fiegel, Mike McArtor, and James Sutter

MORE HUMAN THAN HUMAN

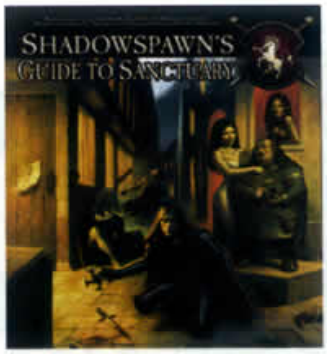
Dwarves getting dull? Had it up to here with just plain halflings? The new *Advanced Race Codex* from Green Ronin is just what you need to jazz up your fantasy d20 games. Drawn from the best of the *Races of Renown* series—favorites like *Hammer & Helm* and *Bow & Blade*—this new sourcebook makes races more than just a list of skills and abilities. Inside, you'll find revised information on all your favorite races, new feats, spells, prestige classes, and subraces, as well as new details never included in the original works. For more, visit **greenronin.com.** –*M.L.F.*

DRAGON COMPENDIUM

Revisit some of your favorite classic DRAGON articles with Paizo Publishing's (**paizo.com**) *DRAGON Compendium, Volume 1*, releasing this month. With all rules updated for use with D&D 3.5, this 256-page tome offers you the perfect combination of the old flavor you love with today's balanced game system. Along with favorites like the death master base class, orange, yellow, and purple dragons, and the "Good Hits and Bad Misses" critical hits charts, this compilation includes whole chapters on races, prestige classes, magic items, and more, all which originally appeared within the prestigious pages of DRAGON. –*M.M.*

IRONCLAD ADVENTURE

The *Witchfire Trilogy Collected Edition* unites and updates Privateer Press's award-winning *Witchfire Trilogy* adventures in one tome. Far more than just reprints, the compilation includes two never-before-printed adventures, *Fool's Errand* (previously available only as a PDF) placed between the first and second episodes, and *The Umbral Spiral*, an all new adventure spanning the final episodes. These modules launched the Iron Kingdoms campaign setting, which won the 2005 Gold ENnie Awards for Best Campaign Setting and for Best Writing. Check out **privateerpress.com** for more full metal fantasy. –*A.T.G.*



HONOR AMONG THIEVES

Revisit Lynn Abbey's Thieves' World with *Shadowspawn's Guide to Sanctuary* and the *Thieves' World Gazetteer*, both from Green Ronin Publishing. *Shadowspawn's Guide* offers the definitive sourcebook for running and playing games within Thieves World's primary city, Sanctuary, while the *Gazetteer* covers the rest of the continent beyond Sanctuary's borders. Chief designer Robert Schwalb worked closely with Lynn Abbey to pull together the most accurate material covering all aspects of Thieves World canon while making their new rules useful in any D&D campaign. –*S.B.*

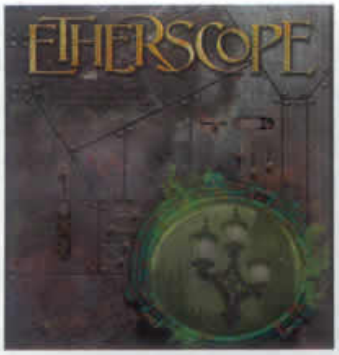
BRING THE UNDERDARK HOME

Underdark, the eighth set of *DUNGEON & DRAGONS Miniatures*, waits for you at your favorite local game store right now, demanding to be unleashed on your unwitting players. Aside from well-known names, like Elminster, Artemis Entreri, and Guenhwyvar, this set also features a number of other classic monsters, including a horde of Mounted Drow, a feisty Xorn, and a massive Marut Inevitable with both a regular and a Epic version—a new convention so far unique to *Underdark*. –*J.B.*

Marut Inevitable

Xorn

Mounted Drow



TAKE A TRIP TO ETHERSPACE

A world of intrigue, industry, and imperialism awaits you in the new Cyberpunk Victoriana setting *Etherscope*. Goodman Games releases this 240-page rulebook, which takes readers back to a 1984 that never was. Steam engines and cybernaughtics abound as Punk Scope riders fight crazed industrialists and occult investigators war against demons in the new frontier of Etherspace. With an introduction to the characters, world, and rules, *Etherscope* provides everything you need to roleplay in this alternate past. Jack in online at **goodmangames.com**. *–M.L.F.*

SPANNING THE RIFTS

Palladium's Rifts Megaverse ranks among the most venerable and popular pen-and-paper roleplaying games ever. Yet it has never lent its setting or mechanics to an electronic game. Until now.

Enter *Rifts: Promise of Power* for the Nokia N-Gage (**n-gage.com**). Explore the post-apocalyptic world of magic, technology, and psionics, or deploy all three in multiplayer mode.

Catan, based on the popular *Settlers of Catan* board game, also joins *Rifts* on the N-Gage. Featuring anime styling and Catan gameplay, it promises to become a single- and multiplayer hit. *–J.C.*

ON THE HUNT

Take a break from roleplaying with Seaborn Games's (**seaborngames.com**) new adventure boardgame, *Hunting Party*. Each player starts as a heroic leader intent on hiring a variety of skilled allies in an attempt to solve a cryptic prophecy. Explore a variety of locales, from the darkwoods to the mystic vale, smite various dark agents who impede your quest, and level-up using gold earned from encounters. Ultimately replayable, the prophecy, chosen heroes, and even the game board change from game to game, making the adventure just as surprising the fiftieth time as it was the first. *–S.B.*

CASTLES AND CURSES

New additions to two of the best-loved series in fantasy gaming release this month, *Dragon Quest VIII: Journey of the Cursed King* and *Castlevania: Curse of Darkness*.

In the new and graphically redesigned *Dragon Quest* for Playstation 2 (**dragonquest8.com**), an ancient curse compels a young guard to embark on an epic quest to save his kingdom and its royal family.

In the latest entry in the *Castlevania* series for the Playstation 2 and X-Box (**konami.com**), follow Hector, a Devil Forgemaster trained by Dracula himself, in an attempt to escape the vampire king's service alive! *–J.C.*

DUNGEON THIS MONTH # 128

SHUT IN

by F. Wesley Schneider and James Sutter

With a killer spilling noble blood across the city the PCs are recruited to protect an influential noblewoman. However, more is afoot than anyone suspects and it might actually be the PCs in need of protection. A D&D adventure for 2nd-level characters.

THE CHAMPION'S BELT

by Tito Leati

The hidden masters of the Ebon Triad plan to turn the Champion's Games into an enormous sacrifice to their dark overgod. Can the PCs prevent this unholy massacre? An Age of Worms Adventure Path Scenario for 9th-level characters.

THE FIREPLACE LEVEL

by Eric L. Boyd

The High Hunt culminates deep beneath Waterdeep, but hounding the city's vampire master threatens to unleash the ghosts of a forgotten feud. The third and final adventure in the Vampires of Waterdeep Campaign Arc, a FORGOTTEN REALMS adventure for 14th-level characters.

ARM YOURSELF

Who says gaming isn't athletic? Sure, rolling dice to resolve conflicts might be fun, but so is picking up a foam sword and taking on your friends one-on-one! Whether you're LARPing, competing in organized events, or simply settling some old scores, Edhellen Armoury (**edhellen.com**) produces a complete line of tournament-legal full-contact weapons and armor made from layered foam and fiberglass, as well as real hardened leather, chain, and plate armor, beautiful latex weapons, costumes, and prosthetic costume body parts (elf ears, anyone?). From claymores to polearms, axes to flails, Edhellen brings combat to life in style and safety. *–J.S.*

MAGIC FIGURES

At long last, some of the classic characters from *Magic: The Gathering* are getting the recognition they deserve. First 4 Figures (**first4figures.com**), the folks who brought you the *Magic: the Gathering Champions of Kamigawa* figurines, now presents old-school fan favorites like the Elven Champion, Hypnotic Specter, and Serra Angel, each busting out of their card illustrations and onto your mantle as collectible statuettes. And not just any statuettes—we're talking enormous, master-crafted figurines that put the Serra Angel's wingspan at a whopping 14 inches and the Hypnotic Specter on a 26-inch-tall dragon mount!

Forget about false idols—these are the real deal. *–J.S.*

MAP QUEST

You thought the players would head for your fully mapped-out dungeon, but instead they've taken an unexpected turn into a bustling village. Time to bust out the graph paper. Or is it?

A good DM can never have too many maps, and to that end Paizo Publishing (**paizo.com**) has created the GameMastery *Campaign Map Packs*, each of which contains 18 full-color interchangeable map tiles created by award-winning DUNGEON cartographers, perfect for RPGs and miniatures games alike. *Village*, the first in the series, details a generic fantasy hamlet, allowing DMs to skip tedious mapping and focus on creating innovative stories. At only $10 per pack, *Campaign Map Packs* are an invaluable addition to any DM's arsenal. *–J.S.*

RPGA REPORT *by Stephen Radney-MacFarland*

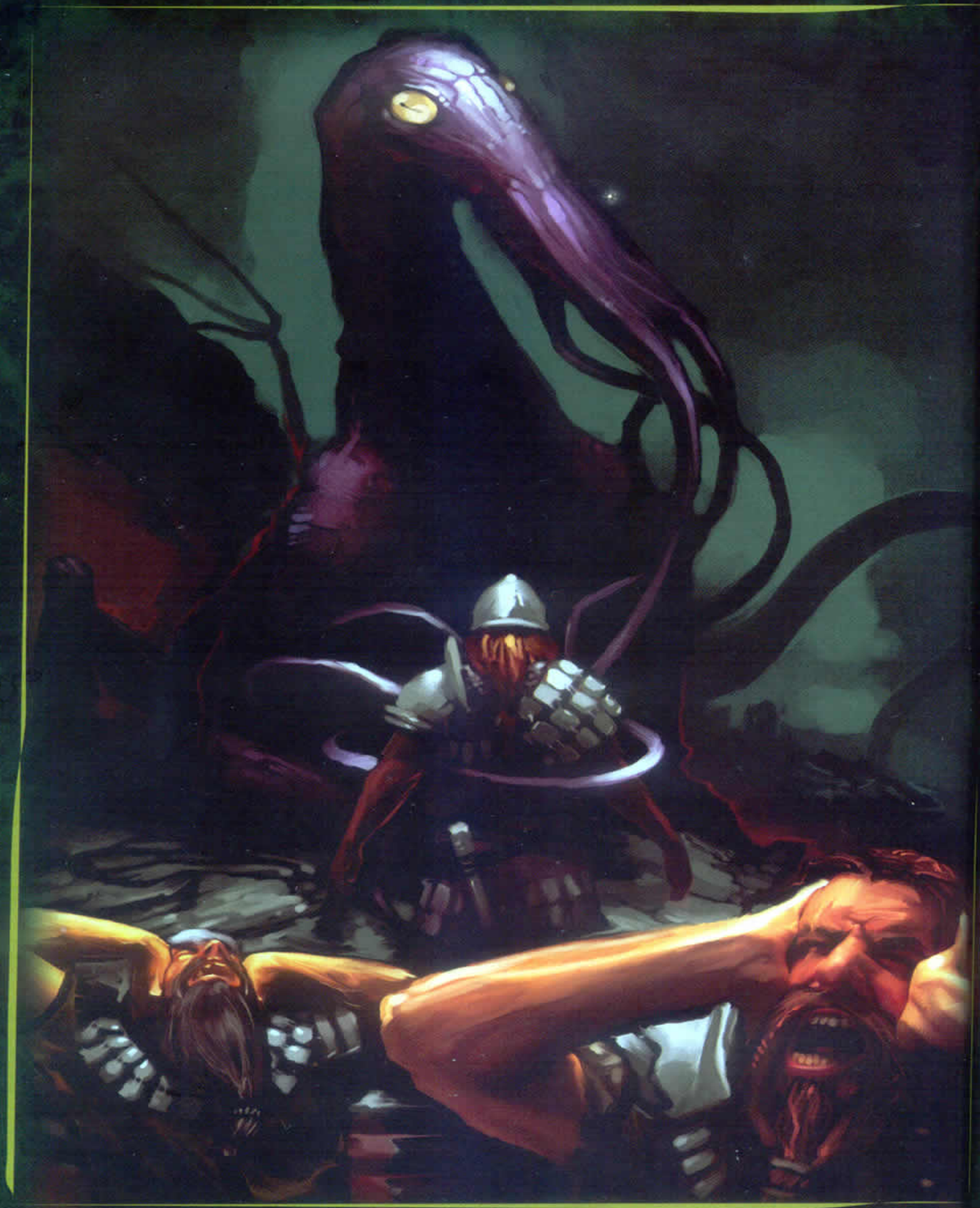
Every game has its championship, and D&D is no different. Each year at Gen Con Indy, the RPGA unleashes the D&D Open Championship. This year's adventure, *Crown of Winter Flame*, was designed by DRAGON magazine's own Jason Bulmahn with the aid of Christopher Lindsay and yours truly. The adventure—a sequel to last year's *Shards of* EBERRON (which saw print in DUNGEON issues #123, #124, and #125) pitted PCs against the dangers of Xen'drik in search of a strange glacier hidden at the heart of a deadly jungle.

Crown of Winter Flame *designer Jason Bulmahn smiles as players fall one by one.*

Champions: Fred & Mat Cappel, Even Jeffrey, Joe Altepeter, Evan Graves, Micah Stoutimore.

Team Blue Moon won the D&D Open Championship, beating out 700 other players. The top three teams walked away with special *Player's Handbooks* and piles of D&D swag, including playmats made especially for the D&D Open Championship.

If you missed this year's Open, watch the RPGA website (**rpga.com**) and come see us at Gen Con Indy next year.



MONSTERS OF THE MIND

minions of the mind flayers

BY KEVIN BAASE, ERIC JANSING, AND OLIVER FRANK WITH BILL HALLIAR

ILLUSTRATED BY KIERAN YANNER

The illithids, or mind flayers as they are better known, are one of the most powerful forces of the Underdark. Nearly every sentient race, both above and below the surface, knows the mind flayers as deadly foes, bent on agendas as depraved as they are alien. Illithids are also responsible for the creation or transformation of more creatures than perhaps any other race. Whether the results of their unique breeding process, magical and psionic experimentation, or specially created thralls of their elder brains, the illithids seemingly delight in their roles as fleshwarpers and perverse progenitors.

Presented here is a variety of creatures created by the mind flayers or known to hunt in their lands.

BRAINSTEALER DRAGON

Dragon (Earth)
Environment: Underground
Organization: Wyrmling through young adult: solitary or clutch (2–5); adult and older: solitary, pair, or family (1–2 and 2–5 offspring)
Challenge Ratings: Wyrmling 4; very young 6; young 9; juvenile 10; young adult 12; adult 14; mature adult 16; old 17; very old 20; ancient 21; wyrm 23; great wyrm 25
Treasure: Double standard
Alignment: Always lawful evil
Advancement: Wyrmling 8–9 HD; very young 11–12 HD; young 14–15 HD; juvenile 17–18 HD; young adult 20-21 HD; adult 23–24 HD; mature adult 26–27 HD; old 29–30 HD; very old 32–33 HD; ancient 35–36 HD; wyrm 38–39 HD; great wyrm 41+ HD
Level Adjustment: Wyrmling +5; very young +5; young +6; others —

The creature resembles a powerful draconic monstrosity, but even a brief glance shows it is not—or maybe is more than—a dragon. Its tiny, pale purple scales might be the dragon-thing's most normal feature. Its wings are hardly more than fleshy layers of skin, and four long tentacles grow out of the neck where its head should be. Two white bloated lidless orbs behind the tentacles serve as the creature's eyes.

Brainstealer dragons combine the worst features of mind flayers and dragons, stunning creatures of the deep world with their mind blast and devouring brains with their dreadful tentacles. The resemblance of these monstrosities to two dangerous predators of the depths leads some sages to speculate that their alien appearance is not coincidental. Mind flayer breeding programs occasionally create terrors even elder brains cannot control. Brainstealer dragons seem to be among those misbegotten progeny.

BRAINSTEALER DRAGONS BY AGE

Age	Size	Hit Dice (hp)	Str	Dex	Con	Int	Wis	Cha	Base Attack/ Grapple	Attack	Fort Save	Ref Save	Will Save	Mind Blast (DC)	Frightful Presence (DC)
Wyrmling	M	7d12+7 (52)	15	12	13	15	14	16	+7/+9	+9	+6	+6	+7	1d4+1 (16)	—
Very young	L	10d12+20 (85)	17	12	15	15	14	16	+10/+17	+12	+9	+8	+9	1d4+2 (18)	—
Young	L	13d12+26 (110)	19	12	15	17	16	18	+13/+21	+16	+10	+9	+11	1d4+3 (20)	—
Juvenile	L	16d12+48 (152)	21	12	17	19	18	20	+16/+25	+20	+13	+11	+14	1d4+4 (23)	—
Young adult	H	19d12+76 (199)	25	12	19	19	18	20	+19/+30	+24	+15	+12	+15	1d4+5 (24)	24
Adult	H	22d12+88 (231)	27	12	19	21	20	22	+22/+38	+28	+17	+14	+18	1d4+6 (27)	27
Mature adult	H	25d12+125 (287)	29	12	21	21	20	22	+25/+42	+32	+19	+15	+19	1d4+7 (28)	28
Old	G	28d12+168 (350)	31	12	23	23	22	24	+28/+50	+34	+22	+17	+22	1d4+8 (31)	31
Very old	G	31d12+217 (418)	35	12	25	25	24	26	+31/+55	+39	+24	+18	+24	1d4+9 (33)	33
Ancient	G	34d12+272 (493)	37	12	27	27	26	28	+34/+59	+43	+27	+20	+27	1d4+10 (36)	36
Wyrm	G	37d12+333 (573)	39	12	29	29	28	30	+37/+63	+47	+29	+21	+29	1d4+11 (38)	38
Great wyrm	C	40d12+360 (620)	45	12	29	31	30	32	+40/+73	+49	+31	+23	+32	1d4+12 (41)	41

BRAINSTEALER DRAGON ABILITIES BY AGE

Age	Speed	Int	AC	Special Abilities	Caster/Effective Manifester Level	SR
Wyrmling	40 ft., fly 50 ft. (poor)	+1	17 (+1 Dex, +6 natural), touch 11, flat-footed 16	Extract, immunity to acid and mind blast, improved grab	—	—
Very young	40 ft., fly 100 ft. (poor)	+1	19 (–1 size, +1 Dex, +9 natural), touch 10, flat-footed 18	*Suggestion*, telepathy	—	—
Young	40 ft., fly 100 ft. (poor)	+1	22 (–1 size, +1 Dex, +12 natural), touch 10, flat-footed 21	—	—	—
Juvenile	40 ft., fly 100 ft. (poor)	+1	25 (–1 size, +1 Dex, +15 natural), touch 10, flat-footed 24	*Levitate*	—	—
Young adult	40 ft., fly 100 ft. (poor)	+1	27 (–2 size, +1 Dex, +18 natural), touch 9, flat-footed 26	DR 5/magic	1st	22
Adult	40 ft., fly 100 ft. (poor)	+1	30 (–2 size, +1 Dex, +21 natural), touch 9, flat-footed 29	*Charm monster*	3rd	24
Mature adult	40 ft., fly 100 ft. (poor)	+1	33 (–2 size, +1 Dex, +24 natural), touch 9, flat-footed 32	DR 10/magic	5th	26
Old	40 ft., fly 150 ft. (clumsy)	+1	34 (–4 size, +1 Dex, +27 natural), touch 7, flat-footed 33	*Detect thoughts*	7th	27
Very old	40 ft., fly 150 ft. (clumsy)	+1	37 (–4 size, +1 Dex, +30 natural), touch 7, flat-footed 36	DR 15/magic	9th	30
Ancient	40 ft., fly 150 ft. (clumsy)	+1	40 (–4 size, +1 Dex, +33 natural), touch 7, flat-footed 39	*Astral projection*	11th	31
Wyrm	40 ft., fly 150 ft. (clumsy)	+1	43 (–4 size, +1 Dex, +36 natural), touch 7, flat-footed 42	DR 20/magic	13th	33
Great wyrm	40 ft., fly 150 ft. (clumsy)	+1	42 (–8 size, +1 Dex, +39 natural), touch 3, flat-footed 41	*Plane shift*	15th	35

Brainstealer dragons tend to be manipulative and scheming, using other underworld races to further their ends. A few rare great wyrm brainstealers can boast actual mind flayer communities among their pawns. Many brainstealer dragons view life as a game they intend to win.

Combat

A brainstealer dragon usually starts a fight with a mind blast, catching as many opponents as possible in the cone. It then attempts to grapple its foes with tentacles to begin extracting their brains.

A brainstealer dragon has neither bite or wing attacks. Its claws are its primary attack and all other attacks are secondary, including its four tentacle attacks. A tentacle attack deals damage as a bite attack of a dragon two size categories smaller and allows the

dragon the use of its improved grab attack. A tentacle has a reach 5 feet longer than normal for the dragon's size category.

Extract (Ex): A brainstealer dragon that maintains a hold with a tentacle for 5 consecutive rounds extracts the opponent's brain, instantly killing that creature. This power is useless against constructs, elementals, oozes, plants, and undead. It is not instantly fatal to foes with multiple heads, such as ettins and hydras.

Improved Grab (Ex): To use this ability, a brainstealer dragon must hit a creature up to one size category larger than itself with a tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and begins to extract the opponent's brain. A successful grapple check each round furthers the extraction process and deals automatic tentacle damage. A brainstealer dragon can hold one creature in each tentacle, but it cannot grapple an opponent with more than one tentacle. An opponent can escape with a single successful grapple check or an Escape Artist check.

Mind Blast (Sp): This psionic attack is a cone with a length appropriate for the dragon's size (as breath weapon). Anyone caught in the cone must succeed on a Will save or be stunned for 1d4 rounds plus the dragon's age category. The save DC is Charisma-based. Once the dragon uses this ability, it cannot use it again for 1d4 rounds.

Psionics (Sp): 3/day—*suggestion* (very young or older), *levitate* (juvenile or older), *charm monster* (adult or older), *detect thoughts* (old or older), *astral projection* (ancient or older), *plane shift* (great wyrm).

Telepathy (Su): Brainstealer dragons can communicate telepathically with any creature that has a language within 100 feet.

Skills: Bluff, Gather Information, and Survival are considered class skills for brainstealer dragons, in addition to the standard class skills for dragons.

Brainstealer Dragons In Eberron

The Shadow Marches have become the target of attacks by a strange-looking dragon, and the inhabitants fear that they somehow attracted the attention of Khyber, the Dragon Below. However, the creature is in fact a young brainstealer dragon, seeking the location of Vvaraak's Cave in its twisted interest in the Draconic Prophecy.

ILLITHOCYTE

Small Aberration
Hit Dice: 4d8 (18 hp)
Initiative: +1
Speed: 20 ft. (4 squares)
Armor Class: 14 (+1 size, +1 Dex, +2 natural), touch 12, flat-footed 13
Base Attack/Grapple: +3/–2
Attack: Tentacle +5 melee (1d2–1)
Full Attack: 4 tentacles +5 melee (1d2–1)
Space/Reach: 5 ft./5 ft.
Special Attacks: Swarmfighting
Special Qualities: Blindsense 60 ft., lifesense, resistance to acid 10, spell resistance 13, telepathic link, vulnerability to fire
Saves: Fort +1, Ref +2, Will +5
Abilities: Str 8, Dex 13, Con 11, Int 2, Wis 12, Cha 6
Skills: Escape Artist +2, Hide +5, Listen +4, Spot +4
Feats: Blind-Fight, Weapon Finesse
Environment: Underground
Organization: Mass (3–30)
Challenge Rating: 2
Treasure: None
Alignment: Always neutral
Advancement: 5–12 HD (Small)
Level Adjustment: —

This squirming mass of fetid, mottled violet and brown flesh could be one enormous sluglike creature, or several smaller ones. Tentacles dripping foul mucous flick and lash back and forth from every conceivable opening the snaky forms allow.

Illithocytes are deformed, eyeless things that push their way through the

moist darkness with their tentacles, leaving a wide track of slime behind them. They spend most of their time in large family masses, entwining their bodies and moving as a group. They gain sustenance solely from whatever psychic radiations they find.

Illithocytes were once illithid tadpoles that survived the fall of a mind flayer empire. With no warm bodies to inhabit, the tadpoles were forced to adapt or die. Those that survived evolved into a new self-contained species. Illithocytes now bud new members of their species from their own bodies.

A typical illithocyte is 4 feet long and weighs 20 pounds.

Combat

Illithocytes are aggressive, striking before adversaries can react. Groups of illithocytes direct their attacks against a single target, maximizing their ability to fight in close quarters. Being the chief source of nutrition for the ravening neothelids (see the *Expanded Psionics Handbook*), illithocytes use their aggression to drive off these predators.

Swarmfighting (Ex): Illithocytes can coordinate melee attacks against a single target and are adept at fighting side by side in close quarters. An illithocyte can occupy the same 5-foot square in combat with any other illithocyte at no penalty. When an illithocyte engages a Medium or larger creature in melee, and at least one other illithocyte threatens the target, it gains a +1 morale bonus on the attack roll. This bonus increases by +1 for each additional illithocyte beyond the first that threatens the same target.

Lifesense (Su): An illithocyte continually detects the presence of living creatures within 30 feet. Although this ability pinpoints the location of living creatures, it does not grant any bonuses against concealment, invisibility, or total cover.

Telepathic Link (Ex): Illithocytes share a communal consciousness, enabling them to communicate telepathically with other creatures of their kind. A group of such creatures within 100 feet of each other are in constant contact. If one is aware of a particular danger, they all are. If one in the group is not flat-footed, none of them are.

Illithocytes In Faerûn

A large number of illithocytes arose from the ruins of the illithid city Ch'Chitl. Many illithid tadpoles were left without hosts in the tumultuous aftermath of the attack that led to the death of the city's elder brain. In their hunger, these tadpoles ventured out into the Underdark, becoming illithocytes over time.

MIND WORM

Huge Aberration (Aquatic)
Hit Dice: 25d8+125 (237 hp)
Initiative: +3
Speed: 5 ft. (1 square), swim 30 ft.
Armor Class: 24 (–1 Dex, –2 size, +17 natural), touch 7, flat-footed 24
Base Attack/Grapple: +18/+39
Attack: Bite +30 melee (2d8+13)
Full Attack: Bite +30 melee (2d8+13) and 4 probe worms +28 melee (1 force plus Constitution drain)
Space/Reach: 15 ft./15 ft.
Special Attacks: Constitution drain, far swallow, fear, mind blast, probe worms, psionics
Special Qualities: Blindsense 250 ft., darkvision 60 ft., immersion awareness, immunity to acid and mind-affecting effects, spell resistance 27
Saves: Fort +13, Ref +7, Will +16
Abilities: Str 36, Dex 9, Con 21, Int 16, Wis 14, Cha 19
Skills: Concentration +33, Knowledge (arcana) +31, Knowledge (the planes) +34, Listen +32, Spot +32, Survival +2 (+4 on other planes), Swim +21

Feats: Ability Focus (far swallow), Ability Focus (fear), Ability Focus (mind blast), Alertness, Improved Initiative, Multiattack, Skill Focus (Knowledge [the planes]), Weapon Focus (bite), Weapon Focus (probe worm)
Environment: Any aquatic and underground
Organization: Solitary
Challenge Rating: 17
Treasure: None
Alignment: Usually lawful evil
Advancement: 26–50 HD (Huge); 51–75 HD (Gargantuan)
Level Adjustment: —

From the water rises a huge wormlike creature, sickly pale purple in color. Even out of the water its upper body still drips, the water seeping out of its pores.

Mind worms are beings that can attack and swallow creatures through any reflective surface. A mind worm has the same general appearance as a small purple worm. Thought to be an experimental creation of the mind flayers, mind worms have great mental capabilities and some psionic abilities. They can also create so-called "probe worms" that can attack opponents near any reflective surface, even across great distances or on a different plane. Illithids often use mind worms as assassins and bounty hunters.

Mind worms average 5 feet in diameter, 60 feet long, and 22,500 pounds.

Mind worms speak Undercommon in gurgling, sputtering voices.

Combat

A mind worm prefers to assault opponents with its probe worms rather than confronting them directly, attacking obvious spellcasters first to drain them of their life energy before the probe worms swallow them. When confronted physically, a mind worm tries to lure its opponent into the water where it has the advantage.

Constitution Drain (Ex): Living creatures hit by a probe worm's attack take 1d4 points of Constitution drain.

Far Swallow (Su): If a mind worm scores a critical hit with a probe worm attack, the victim must succeed on a DC 28 Will save or be transported into the mind worm's interior, allowing the mind worm to automatically swallow the opponent. This is a conjuration (teleportation) effect. The save DC is Charisma-based.

A swallowed creature takes 2d6+13 points of crushing damage plus 6 points of acid damage per round from the mind worm's gizzard. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 40 points of damage to the worm's gizzard (AC 18). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

A mind worm's interior can hold 1 Large, 4 Medium, 16 Small, or 64 Tiny or smaller creatures.

Fear (Su): Living creatures struck by a probe worm must succeed on a DC 28 Will save or be shaken for 1d6 rounds. An opponent that succeeds on the saving throw is immune to that mind worm's fear for 24 hours. The save DC is Charisma-based.

Mind Blast (Sp): This psionic attack is a cone 60 feet long. Anyone caught in this cone must succeed on a DC 28 Will save or be stunned for 3d4 rounds. The save DC is Charisma-based. This ability is the equivalent of a 4th-level spell.

Probe Worms (Su): A probe worm is a tiny wormlike thing constructed

TENTACULAR TERRORS

Besides those monstrosities mentioned in this article, the following list presents merely some of the creatures and prestige classes with connections to illithids.

- Alhoon (Illithilich) (*Lords of Madness*, page 157; *Monsters of Faerûn*, page 89)
- Brain golem (*Fiend Folio*, page 85)
- Duergar, Psionic (*Expanded Psionics Handbook*, page 195)
- Elder brain (*Lords of Madness*, page 144; *Underdark*, page 84)
- Githyanki, Psionic (*Expanded Psionics Handbook*, page 198)
- Githzerai, Psionic (*Expanded Psionics Handbook*, page 199)
- Half-Illithid/Mindwitness (*Underdark*, page 89)
- Half-Illithid Template (*Underdark*, pages 90–91)
- Illithid grafts (*Fiend Folio* page 212; *Underdark* page 77)
- Illithid symbionts (DRAGON #308, page 54)
- Illithidae (Embrac, Kigrid, Saltor) (*Lords of Madness*, page 158)
- Ineffable Horror (*Underdark*, page 91)
- Larval Flayer (DRAGON #318, page 91)
- Mind Flayer, Psionic (*Expanded Psionics Handbook*, page 204)
- Mind Flayer, Vampiric (*Lords of Madness*, page 160)
- Paragon Mind Flayer (*Epic Level Handbook*, page 208)
- Phthisic (*Expanded Psionics Handbook*, page 206)
- Ulitharid (*Lords of Madness*, page 158)
- Urophion (*Lords of Madness*, page 170)
- Voidmind Creature template (*Monster Manual III*, page 187)

ILLITHID PRESTIGE CLASSES

- Illithid Body Tamer (*Underdark*, page 35)
- Illithid Savant (*Savage Species*, page 77)
- Illithidkin (DRAGON #296, page 48)
- Soul Eater (*Book of Vile Darkness*, page 66)

of crackling red energy. As a free action each round, the mind worm can create up to four of these probes in any fluid or reflective surface the mind worm is able to see with any of its senses or through scrying (although this is more difficult to accomplish). A probe worm may make melee attacks at opponents up to 15 feet away from the surface it appears on, dealing force damage and Constitution drain, and on a successful critical hit may use its far swallow ability. Each probe worm has an AC of 20 and 40 hit points, and when destroyed cannot be replaced for a full week. A mind worm can have no more than four probe worms at one time and can dismiss them as a free action.

To create a probe worm through scrying, a mind worm must first view the location and then succeed on a DC 20 caster level check. If the surface is on another plane, the DC increases by 10. The DC also increases by 2 if the surface is smaller than 20 feet in radius. To be the target of this ability, a surface must be a flat mirror, clear glass, a still pool of liquid, or a flat piece of shiny metal. Once created, disturbing the surface does not affect the probe worm.

Psionics (Sp): At will—*greater scrying* (DC 21), *plane shift* (DC 21). Caster level 15th. The save DCs are Charisma-based.

Immersion Awareness (Ex): A mind worm immersed in water is not subject to critical hits and cannot be flanked.

Skills: A mind worm has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

NERVE SWIMMERS

Fine Aberration (Swarm)
Hit Dice: 12d8+12 (66 hp)
Initiative: +5
Speed: 20 ft. (4 squares), burrow 20 ft., climb 20 ft.
Armor Class: 23 (+8 size, +5 Dex), touch 23, flat-footed 18
Base Attack/Grapple: +9/—
Attack: Swarm (3d6 plus flesh burrow)
Full Attack: Swarm (3d6 plus flesh burrow)
Space/Reach: 10 ft./0 ft.
Special Attacks: Distraction, domination, flesh burrow, nerve strike, wracking pain
Special Qualities: Darkvision 60 ft., discern lies, hive mind, immune to weapon damage, swarm traits, telepathy 100 ft.
Saves: Fort +5, Ref +9, Will +9
Abilities: Str 1, Dex 21, Con 12, Int 12, Wis 13, Cha 14
Skills: Bluff +15, Climb +13, Diplomacy +19, Hide +21, Intimidate +17, Sense Motive +15
Feats: Ability Focus (domination), Ability Focus (flesh burrow), Ability Focus (wracking pain), Negotiator, Persuasive
Environment: Any land and underground
Organization: Solitary or inquisition (2–8 swarms)
Challenge Rating: 10
Treasure: None
Alignment: Usually lawful evil
Advancement: None
Level Adjustment: —

A carpet of strange, writhing vermin crawls across the floor. Although it is

hard to discern any details of these miniscule wormlike creatures, their innumerable bodies are each partly split like tiny forks.

Nerve swimmers are horrors created by unscrupulous entities as instruments of torture and interrogation. They were derived from immature illithid tadpoles, but whether illithids created them is unconfirmed. Nerve swimmers burrow into the flesh and nerves of their victims, where they can easily control a host to do the bidding of the swarm's master.

Nerve swimmers enjoy the tasks they were created for, but many swarms no longer have masters. Such swarms often form their own agendas to act upon. Being reasonably intelligent, they have taken to enslaving other creatures or simply recruiting them with the promise of reward. Among their favorite hosts are drow wizards, who usually lack the physical prowess to endure their tortures but have enough authority and reputation to set the nerve swimmers' plans in motion.

While nerve swimmers are quite long-lived, regularly outliving their hosts, swarms without a host must hibernate for long periods. They might be placed in a large urn, but any environment will do. As the swarm hibernates, members die and spread their vital energy among the other members, which in turn make new ones. Nerve swimmers cannot speak, but their telepathy allows them to communicate with most creatures.

Combat

Like any swarm, a nerve swimmer swarm seeks to surround and attack any living prey it encounters. A swarm deals 3d6 points of damage to any creature whose space it occupies at the end of its move. The swarm can infest the bodies of its prey, using them as puppets or fonts of information for their own agendas or the plans of their masters.

Distraction (Ex): Any living creature that begins its turn with a swarm in its square must succeed on a DC 17 Fortitude save or be nauseated for 1 round. The save DC is Constitution-based.

Domination (Ex): Once per day, a nerve swimmer swarm that inhabits a host can force the host to obey its commands. The host must succeed on a DC 19 Fortitude save or be affected as if by a *dominate monster* spell (caster level 6th). This control lasts for only 6 minutes. The nerve swimmers control the victim's body directly instead of the mind; therefore this ability is not mind-affecting. The save DC is Constitution-based.

Flesh Burrow (Ex): Any living creature damaged by a nerve swimmer swarm must succeed on a DC 19 Fortitude save or the swarm burrows into its flesh. A swarm that succeeds on this attack is considered to inhabit its host; it can use its domination, nerve strike, wracking pain, and discern lies abilities, but not its distraction or swarm attack. A swarm might leave its host as a free action, but it is difficult to remove a swarm. To remove a burrowing nerve swimmer swarm, a *heal* spell or greater restorative magic must be cast upon the host (requiring a DC 22 caster level check). The save DC is Constitution-based.

Nerve Strike (Ex): Five times per day, a nerve swimmer swarm that inhabits a host can stop the host from taking conscious action by absorbing its nerve impulses. The host must succeed on a DC 17 Fortitude save or be affected as if by a *hold monster* spell (caster level 6th). The nerve swimmers control the victim's body directly instead of the mind; therefore this ability is not mind-affecting. The victim can attempt a saving throw every round to shake off the effects of the nerve strike. The save DC is Constitution-based.

Wracking Pain (Ex): Three times per day, a nerve swimmer swarm that inhabits a host can cause its host to suffer wracking pain. The host must succeed on a DC 19 Fortitude save or take 2 points of Strength and Dexterity damage, and must succeed on another DC 19 Fortitude save or take 4 points of Constitution damage (half damage on a successful save). The save DCs are Constitution-based.

Discern Lies (Su): Three times per day, as a free action, a nerve swimmer swarm that inhabits a host can use *discern lies* as the spell (caster level 12th; Will DC 18 negates) on the host. The save DC is Charisma-based.

Hive Mind (Ex): Any nerve swimmer swarm with at least 1 hit point per Hit Die (or 12 hit points for a standard nerve swimmer swarm) forms a hive mind and is treated as a single monster for the purposes of mind-affecting effects. When a nerve swimmer swarm is reduced below this hit point threshold, it cannot burrow into flesh or inhabit a host.

Telepathy (Su): A nerve swimmer swarm can communicate telepathically with any creature within 100 feet that has an Intelligence score. The creature can respond to the nerve swimmers if it wishes—no common language is needed.

Skills: Nerve swimmers make Intimidate checks as though they were Large creatures.

Nerve swimmers have a +8 racial bonus on Climb checks. A nerve swimmer swarm can always choose to take 10 on Climb checks, even if rushed or threatened. A nerve swimmer swarm uses its Dexterity modifier instead of its Strength modifier for Climb checks.

Nerve Swimmers In Eberron

The chieftain of a small but influential Poison Dusk clan in Q'barra recently began gathering lizardfolk and other reptilian creatures into a "crusade" against the settlers of New Galifar. The chieftain submitted willingly to the suggestions posed by the nerve swimmers living in his body, unknowing which

of the various groups in Q'barra—if any—the creatures serve.

Nerve Swimmers In Faerûn

Members of the Abysmal creed of the illithid city of Oryndoll have been experimenting with nerve swimmers to help sow terror among nonillithids and the illithid's thralls. Even some members of other illithid creeds find the use of illithid tadpoles in such a manner distasteful.

USTILAGOR

Diminutive Aberration
Hit Dice: 3d8+6 (19 hp)
Initiative: +7
Speed: 20 ft. (4 squares)
Armor Class: 21 (+4 size, +7 Dex), touch 21, flat-footed 17
Base Attack/Grapple: +2/–12
Attack: Tendril +4 melee touch (1d4 acid)
Full Attack: Tendril +4 melee touch (1d4 acid)
Space/Reach: 1 ft./0 ft. (5 ft. with tendril)
Special Attacks: Acidic tendril, aversion, telempathic projection
Special Qualities: Blindsight 60 ft., fungus
Saves: Fort +3, Ref +8, Will +4
Abilities: Str 7, Dex 25, Con 15, Int —, Wis 12, Cha 14
Skills: Hide +19, Jump +5
Feats: —
Environment: Underground
Organization: Solitary or pod (2–3)
Challenge Rating: 2
Treasure: No coins; double standard goods (gems only); no items
Alignment: Always neutral
Advancement: 4–5 HD (Diminutive)
Level Adjustment: —

This creature is about the same size and shape as a human brain and covered with a mossy, gray fungal growth. It scuttles and darts about on a set of spindly coral-like legs. On the front of this brain-thing is a pair of long, ribbonlike tendrils dripping caustic fluid.

The ustilagor is the larval form of the deadly intellect devourer (see the *Expanded Psionics Handbook*). It is essentially mindless but endowed with psionic powers nonetheless. It hoards gems of all sorts, thinking them to be psicrystals, and attacks any creature carrying gems or jewelry.

Mind flayers farm ustilagors, viewing their soft, moist bodies as culinary delights. They sometimes raise ustilagors to adulthood, using the mature intellect devourers as guards.

Combat

An ustilagor attacks by flicking out its flexible tendril, which secretes a deadly alkaline substance. It prefers to use its psionic powers to cause opponents to flee from battle.

Acidic Tendril (Ex): The tendril attack of an ustilagor deals 1d4 points of acid damage with a successful melee touch attack. The target must succeed on a DC 13 Reflex save to avoid having the acid stick to it; unless somehow neutralized the acid deals another 1d4 points of damage in the following round. The save DC is Constitution-based.

Aversion (Sp): An ustilagor can psionically create a compulsion effect targeting one creature within 30 feet. The target must succeed on a DC 13 Will save or gain an aversion to fungi for 3 minutes. Affected creatures must stay at least 20 feet from any fungi (including fungi covering an ustilagor), alive or dead; if already within 20 feet, they move away. A subject unable to move away, or one attacked by fungi or an ustilagor, is overcome with revulsion. This revulsion reduces the creature's Dexterity score by 4 points until the effect wears off or the subject is no longer within 20 feet of fungi. This ability is otherwise similar to *antipathy* as the spell (caster level 3rd). The save DC is Charisma-based.

Telempathic Projection (Sp): An ustilagor can psionically alter a target's mood, affecting one creature within 30 feet. The target must succeed on a DC 13 Will save or the ustilagor can adjust the creature's attitude toward the ustilagor or another creature by one step in

either a positive or negative direction. This effect is cumulative if used more than once on the same creature, but each use of this ability lasts only 3 minutes. This is a mind-affecting charm effect. The save DC is Charisma-based.

Fungus (Ex): An ustilagor is covered with a symbiotic fungal growth that keeps the creature from drying out. This fungus makes an ustilagor immune to the debilitating effects of cerebral parasites and to special attacks from fungus creatures, such as poison, disease, and spore or seed-based attacks.

Skills: An ustilagor has a +4 racial bonus on Jump checks and uses its Dexterity modifier instead of its Strength modifier for Jump checks.

Ustilagors In Faerûn

Ustilagors are a common delicacy among the illithids of Oryndoll, and visitors to the Thrall Market often pay high prices for raw, pickled, or fungus-seasoned specimens.

PSIONIC MONSTERS

If your campaign uses the rules in the *Expanded Psionics Handbook*, you might want to make the following changes to monsters in this article:

BRAINSTEALER DRAGON

Replace the psionics entry with this:

Psi-Like Abilities (Sp): 3/day—*psionic suggestion* (very young or older), *psionic levitate* (juvenile or older), *psionic charm* (adult or older), *read thoughts* (old or older), *astral caravan* (ancient or older), *psionic plane shift* (great wyrm). A brainstealer dragon receives augmentations for its psi-like abilities normally as it ages.

Psionic Powers: A brainstealer dragon manifests powers as if it were a psion with Telepathy as its primary discipline, instead of casting spells as a sorcerer.

MIND WORM

Replace the psionics entry with this:

Psi-Like Abilities (Sp): At will—*psionic plane shift* (DC 19), *remote viewing* (DC 18). Manifester level 15th. The save DCs are Charisma-based.

Skills: Replace Knowledge (arcana) with Knowledge (psionics).

USTILAGOR

Replace the aversion and telempathic projection entries with this:

Psi-Like Abilities (Sp): At will—*aversion* (DC 14), *detect psionics, energy adaptation, id insinuation* (DC 14), *telempathic projection* (DC 13); 3/day—*body adjustment*. Manifester level 3rd. The save DCs are Charisma-based.

Vulnerability to Psionic Blast (Ex): Despite being mindless, an ustilagor can be affected by the *psionic blast* power.

SAMPLE OLD BRAINSTEALER DRAGON: CR 17; Gargantuan Dragon (Earth); HD 28d12+168 (350 hp); Init +5; Spd 40 ft., fly 150 ft. (clumsy); AC 34 (-4 size, +1 Dex, +27 natural), touch 7, flat-footed 33; Base Atk/Grp +28/+50; Space/Reach 20 ft./15 ft.; Atk Claw +34 melee (3d8+10/19-20); Full Atk 2 claws +34 melee (3d8+10/19-20) and rapid strike claws +27/+22/+17/+12 melee (3d8+10/19-20) and 4 tentacles +32 melee (2d6+5) and 1 tail slap +32 melee (2d8+15); SA Crush, extract, frightful presence, improved grab, mind blast, psionics, spells, tail sweep; SQ Darkvision 120 ft., low-light vision, blindsense 60 ft., immune to sleep and paralysis, acid immunity, telepathy, SR27, DR 10/magic; AL LE; SV Fort +22, Ref +17, Will +22; Str 31, Dex 12, Con 23, Int 23, Wis 22, Cha 24.

Skills & Feats: Bluff +38, Concentration +27, Diplomacy +36, Hide +4, Intimidate +35, Knowledge (arcana) +26, Listen +37, Search +37, Sense Motive +37, Spellcraft +23, Spot +37, Survival +16, Tumble +16, Use Magic Device +30; Ability Focus (mind blast), Blind-Fight, Improved Initiative, Improved Critical (claw), Improved Natural Attack (claw), Improved Rapid Strike (claw), Multiattack, Power Attack, Practiced Spellcaster, Rapid Strike (claw).

Crush (Ex): Medium or smaller creatures are pinned and take 4d6+15 bludgeoning damage per round, DC32 Reflex negates.

Frightful Presence (Ex): 240 ft., creatures with 5+HD shaken for 4d6 rounds, DC31 Will negates.

Mind Blast (Sp): 60 ft. cone, stun for 1d4+8 rounds, DC33 Will negates.

Psionics (Sp): 3/day – *charm monster* (DC21), *detect thoughts* (DC19), *levitate*, *suggestion* (DC20). Caster level 11th.

Spells (6/8/8/6): Caster level 11th, DC17 + spell level. Known Spells: 0 – *acid splash, detect magic, detect poison, ghost sound, light, mage hand, open/close*; 1st – *expeditious retreat, mage armor, magic missile, protection from good, shield*; 2nd – *mirror image, scorching ray, see invisibility*; 3rd – *displacement, fireball*.

Tail Sweep (Ex): 30 ft., Small or smaller creatures only, 2d6+15 bludgeoning damage, DC32 Reflex half.

Sources: Rapid Strike and Improved Rapid Strike feats are from *Draconomicon*; Practiced Spellcaster feat is from *Complete Arcane*.

Demonomicon of Iggwilv:

Zuggtmoy

Queen of Fungi

BY JAMES JACOBS
ILLUSTRATED BY KEIRAN YANNER

Fear not for your future
For now you must sleep
In Zuggtmoy's Cradle your body shall steep.
Your flesh a fine banquet
Of delicate food
Your gift to the Lady shall nourish the brood.
What births from your leavings
And grows in Her nave
Shall feed from your ruins and fat from your grave.
—Traditional lullaby sung to those given to Zuggtmoy's Cradle

In the dark and moistened places of the world, life takes on a sinister cast. Things that grow like plants yet shun the light of the sun hold sway in these rancid reaches, often resorting to parasitism or worse in order to survive. The most wretched of these are the beloved children of Zuggtmoy, Demon Queen of Fungi.

Tales of particularly dangerous fungi are a staple in adventurers' taverns, where wild-eyed explorers speak of poison molds and lurking mushrooms and shuddersome cancers that infest the flesh of the living. These misbegotten growths thrive in the places where civilization dies, in the lightless monster-haunted caverns of the Underdark, on soggy fog-shrouded islets lost in nameless swamps, and in darkened forests too sickly to support proper life. Yet Zuggtmoy's leavings do not constrain their fecundity to the forgotten corners of the world. They extend into everyday life, growing fat and tumescent in the sewers below the greatest of cities or spreading silent yet swift through the fields and furrows of the kingdom's desperate children. Woe to the nation whose citizens come under the Queen's sway, for its leaders and heroes are often the first to fall victim to her sodden wrath.

Zuggtmoy, Queen of Fungi

Large Outsider (Chaotic, Evil, Tanar'ri)
Hit Dice: 35d8+385 (542 hp)
Initiative: +6
Speed: 20 ft., climb 20 ft.
Armor Class: 41 (–1 size, +2 Dex, +30 natural), touch 11, flat-footed 39
Base Attack/Grapple: +35/+52
Attack: Pseudopod +37 melee (2d6+23/19–20)*
Full Attack: 4 pseudopods +37 melee (2d6+23/19–20)* and 2 claws +35 melee (1d8+16)* and tail scythe +35 melee (2d4+16 plus 1 Con/×4)*
Space/Reach: 10 ft./15 ft.
Special Attacks: Constrict 2d6+13, engulf, improved grab, spell-like abilities, *summon fungi*, *summon tanar'ri*, transformation, wounding
Special Qualities: Damage reduction 20/epic, darkvision 120 ft., fast healing 5 (10 when on loose soil), fungal body, immunity to acid and electricity, low-light vision, outsider traits, resist cold 10, resist fire 10, spell resistance 33, sporegate, telepathy 200 ft., tremorsense 120 ft.
Saves: Fort +32, Ref +21, Will +28
Abilities: Str 36, Dex 14, Con 33, Int 26, Wis 24, Cha 20
Skills: Bluff +43, Climb +59, Concentration +49, Diplomacy +9, Hide +36, Intimidate +47, Knowledge (arcana) +46, Knowledge (dungeoneering) +46, Knowledge (nature) +46, Knowledge (religion) +46, Knowledge (the planes) +46, Listen +45, Move Silently +40, Search +46, Spellcraft +48, Spot +45, Use Magic Device +43
Feats: Awesome Blow, Combat Expertise, Dark Speech**, Great Fortitude, Improved Critical (pseudopod), Improved Disarm, Improved Initiative, Improved Trip, Iron Will, Multiattack, Power Attack, Quicken Spell-like Ability (*contagion*)
Environment: The Infinite Layers of the Abyss
Organization: Solitary, or Zuggtmoy and 24 Hit Dice of fungus creatures
Challenge Rating: 25
Treasure: Quadruple standard
Alignment: Chaotic evil
Advancement: —

*Includes adjustments for 10-point Power Attack

**Dark Speech is a feat from the *Book of Vile Darkness* (mature audiences only). If you don't have access to this book, replace this feat with Improved Sunder.

This foul creature looks somewhat human from the torso up. Her body is made of fungus, slime, and thick fibrous cords and tendrils that look as if they just happened to grow naturally into the form of what would otherwise be an attractive woman. Four large fibrous antlerlike horns grow from her head and her hands bear exaggeratedly large talons. Her lower torso is a coiling pillar of fungous tendrils, lashing ropey tentacles, and other growths braided into a snakelike lower torso. The end of her tail is long and sinuous, arching behind her into a cruel scythe blade. Her eyes are pale like white puffballs. Her skin is a nauseating swirl of grays, blues, purples, and blacks, the color of unhealthy mold and slime. Fluid and moisture drips and spurts from her body in odd places.

The Demon Queen of Fungi is often content to spend her time on the 222nd layer of the Abyss, allowing her fungoid children to tend to her every need and desire. Her realm is populated by the cursed souls of those who have been claimed by her cults on the Material Plane, and when these idle playthings grow sparse she turns her attentions to that plane, seeking to increase the power and influence of her vile worshipers.

Zuggtmoy's personal symbol is a broken jawless skull with a sickly mushroom growing from a hole in the crown, although her cults often adopt other symbols that more closely correspond to their particular ethos. The cults of Elemental Evil, for example, use a burning eye or the symbols of their chosen elemental focus instead.

Combat

Zuggtmoy has no fear of combat. If given the opportunity to smash and ruin living flesh, she rarely backs down. She is never encountered without a full complement of fungus creatures and typically arrays these minions around herself in a defensive circle. Her fibrous, flexible body gives her surprisingly good reach for a creature of her size. She takes advantage of this by keeping her allies close by, preventing her enemies from engaging her in melee while she attacks. Against ground-borne foes she prefers to make use of the Improved Trip feat. She only uses Improved Disarm against weapons that can penetrate her damage reduction. Typically, Zuggtmoy puts 10 points of her attack bonus into Power Attack. If she's hitting foes easily (or if they're hitting her too often) she also utilizes Combat Expertise. She uses a quickened *contagion* once per round for the first 3 rounds of combat, and typically won't resort to spell-like abilities unless her physical attacks prove ineffective. If foes come within reach of her, she uses Awesome Blow to knock them back. Although not particularly fast, she makes quick use of her sporegate ability in combat, except when she has a creature engulfed or grappled.

Constrict (Ex): Zuggtmoy deals 2d6+13 points of damage on a successful grapple check with a pseudopod.

Engulf (Ex): Zuggtmoy can absorb a grappled creature into her body as long as that creature is at least one size category smaller than her. She can absorb 1 Medium, 2 Small, 4 Tiny, 8 Diminutive, or 16 Fine creatures at once. In order to engulf a creature, Zuggtmoy need only win a grapple check against an already grappled foe. Once a creature is engulfed, Zuggtmoy can begin her transformation attack.

An engulfed creature is considered grappled, while Zuggtmoy

is not. An engulfed creature can attempt to cut its way free with any light slashing or piercing weapon to deal 50 points of damage to Zuggtmoy's womb (AC 26, damage reduction 20/epic). Once the creature exits, muscular action closes the hole; another engulfed opponent must cut its own way out.

Improved Grab (Ex): To use this ability, Zuggtmoy must hit with a pseudopod. She can then attempt to start a grapple as a free action without provoking an attack of opportunity. If she wins the grapple check, she establishes a hold and can either constrict or attempt to engulf the victim.

Spell-Like Abilities (Sp): At will—*blasphemy* (DC 22), *contagion* (DC 18), *deeper darkness, desecrate, detect good, detect law, diminish plants, entangle* (DC 16), *greater dispel magic, greater teleport, levitate, plant growth, snare, speak with plants, telekinesis* (DC 20), *tongues, unhallow, unholy aura* (DC 23), *unholy blight* (DC 19), *warp wood* (DC 17); 3/day—quickened *contagion* (DC 18), *limited wish, polymorph any object* (DC 23, into fungus only), *shapechange, symbol of death* (DC 23), *symbol of insanity* (DC 23), *symbol of weakness* (DC 22), *wall of thorns*; 1/day—*implosion* (DC 24). These save DCs are Charisma-based.

***Summon Fungi* (Sp)**: Zuggtmoy can automatically summon up to 24 Hit Dice of fungus monsters per day to serve her needs. Summoned fungus monsters remain for 24 hours, at which point they vanish unless she immediately re-summons them. She can summon any number of creatures at one time as long as the total number of Hit Dice summoned does not exceed her maximum. Fungi summoned by Zuggtmoy always possess the fiendish creature template.

Commonly summoned fungus monsters include basidironds, myconids (see page 155 of the *Monster Manual II*), phantom fungi, phycomids, shriekers, sporebats (see page 161 of the *Fiend Folio*), or violet fungi. She may also summon rukarazylls (see page 181 of the *Monster Manual II*) and ustilagors (see page 34 of this issue) in this manner, even though they aren't technically fungi (as such, they do not gain the fiendish creature template). The save DCs are Charisma-based.

***Summon Tanar'ri* (Sp)**: Once per day, Zuggtmoy can summon 1d4 vrocks with a 100% chance of success, or 1d3 vathugus with a 75% chance of success. This is equivalent to an 8th-level spell.

Transformation (Su): Each round a living creature is engulfed by Zuggtmoy, that creature takes 1d6 points of ability drain to each of his six ability scores and Zuggtmoy heals 6d6 points of damage. Hit points gained in excess of her normal maximum become temporary hit points that persist for 24 hours. Remember that temporary hit points do not stack, so each round a victim gestates inside her, simply reroll 6d6 to determine if her temporary hit points increase (if the new roll is lower than her current number of temporary hit points, they do not decrease to this new total).

A creature reduced to 0 Constitution by this attack is slain—these are the lucky few. If, instead, the creature's Intelligence, Wisdom, or Charisma scores are reduced to 0 first, it is immediately expelled from Zuggtmoy's body, fully transformed into a loyal, fungus-encrusted minion. Apply the fiendish template to the victim; its drained ability scores are immediately restored to normal. This minion is completely loyal to Zuggtmoy and follows her telepathic wishes unquestioningly.

The effects of this transformation can only be reversed with a *miracle* or *wish*.

Wounding (Su): Wounds caused by Zuggtmoy's tail scythe deal 1 point of Constitution damage from blood loss when it hits. A critical hit multiplies the wounding damage to 4 points. Creatures immune to critical hits are immune to this Constitution damage.

Fungal Body (Ex): Although she is an outsider, Zuggtmoy's plantlike body grants her many of the traits of a plant creature. She is immune to poison, sleep effects, paralysis, polymorph, and stunning, and is not subject to critical hits or sneak attack damage.

Sporegate (Su): Zuggtmoy constantly infiltrates the surrounding earth, wood, and stone with a network of spore-laden filaments invisible to the naked eye, to a radius of 60 feet. Once per round as a move action, Zuggtmoy may transport herself instantaneously to any point in this radius, as if by *dimension door*. When she utilizes a sporegate, her body appears to discorporate into spores only to immediately reform at any point within 60 feet. Unlike *dimension door*, this transportation does not prevent her from taking any further actions she might still have in the round. Physical objects (including engulfed victims) are not transported with her, and instead drop to the ground at her previous location.

Zuggtmoy's Aspect

Zuggtmoy enjoys traveling to the Material Plane, although after her recent failure at the Temple of Elemental Evil she is understandably cautious about her stays there. As a result, she more often sends her aspect to tend to matters that don't require her full attention. Her most common aspect is a physical manifestation of her brute force and strength. This aspect has the appearance of a large gray puffball balanced upon three elephantine legs. Three ropey pseudopods radiate out from the aspect's body, and a bloated, beady-eyed head balanced upon a thick stalk leers from atop its frame. Her cultists sometimes call upon this aspect with *planar ally* or *planar binding* spells. The stats presented here are representative of the least of Zuggtmoy's aspects; other, more powerful incarnations doubtless exist. For more general information on aspects, consult pages 46 and 47 of the *Miniatures Handbook*.

ASPECT OF ZUGGTMOY **CR 9**

CE Large Outsider (chaotic, evil, extraplanar, tanar'ri)

Init +0; **Senses** darkvision 60 ft., tremorsense 30 ft.; Listen +16, Spot +16

Languages Abyssal, Aquan, Auran, Common, Ignan, Terran; telepathy 100 ft.

AC 24, touch 9, flat-footed 24

hp 103 (9 HD); **DR** 5/epic

Immune critical hits, electricity, paralysis, poison, polymorph, sleep, sneak attacks, stunning

Resist acid 10, cold 10, fire 10

Fort +15, **Ref** +6, **Will** +10

Spd 20 ft. (4 squares)

Melee 4 pseudopods +14 (1d8+6/19–20)

Space 10 ft.; **Reach** 10 ft.

Base Atk +9; **Grp** +19

Atk Options Cleave, Power Attack, rend 2d8+12 (if 2 or more pseudopods hit one target)

Abilities Str 22, Dex 11, Con 25, Int 15, Wis 18, Cha 12

Feats Cleave, Great Fortitude, Improved Critical (pseudopod), Power Attack

Skills Bluff +13, Concentration +16, Hide +8, Intimidate +8, Knowledge (nature) +13, Knowledge (religion) +13, Knowledge (the planes) +13, Listen +16, Move Silently +12, Search +14, Spot +16

Zuggtmoy's Goals

Zuggtmoy has long struggled with maintaining viable cults on the Material Plane. The main problem is simple—most humanoids have little interest in worshiping fungi. She met with some success in the Underdark, where mushrooms are viewed not as parasites that spring from corruption but as life-giving sources of food in a realm where most crops simply can't grow. Yet her cults faced much competition in these realms, especially from the drow, who brooked no encroachment into their vast territories.

Zuggtmoy has achieved some success in tricking or luring lone powerful entities into her servitude as well. She often gifts these unique worshipers with great powers and demonic enhancements in return for their loyalty; the thralls of Zuggtmoy constitute one incarnation of such worship. Her most notorious hero-priest, though, was the druid Xhagevoxhab (see "Lord of the Scarlet Tide" in *Dungeon* #85). Following clues left by her, Xhagevoxhab discovered a pocket dimension infested with a particularly dangerous fungus known as the scarlet rust. The druid learned quickly that the scarlet rust consumed living flesh, transforming its victims into fungoid scarlet children. With Zuggtmoy's aid, Xhagevoxhab learned to control the scarlet children, transforming himself into a horrendous fungoid monster. So great was his power that he became known as the Scarlet Lord and ruled a vast reach of the Underdark. His rule was finally upset, once again, by the drow—this time with kuo-toa allies. The unlikely alliance broke Xagevoxhab's rule and imprisoned the fungoid druid in a deep underground lake, binding

FULL FRONTAL NERDITY by Aaron Williams
WITH THE ARCHFIEND DEFEATED, YOU BREACH THE CHAMBER OF ETERNITY! INSIDE, YOU FIND AN OLD MAN, KEPT ALIVE BY POWERFUL FORCES. HE ASKS IF YOU ARE READY TO KNOW THE SOURCE OF ALL MAGIC...
HECK YEAH!
WORLD DOMINATION, HERE WE COME!
THE SAGE REVEALS THAT WHAT YOU CALL MAGIC COMES FROM ORBITING ALIEN STARSHIPS KEYED TO DELIVER ENERGY WHEN CERTAIN RITUALS ARE PERFORMED. ALIENS INHABITING THESE SHIPS GIVE CLERICS THEIR "HEALING" POWERS VIA THEIR VAST MENTAL ABILITIES. WITH THAT, THE MAN VANISHES.
YOU GOT YOUR CRAPPY SCI-FI ALL OVER MY FANTASY RPG.
JUST BECAUSE YOU WON THE "FARSCAPE" SOURCEBOOKS AT A CON DOESN'T MEAN YOU ACTUALLY HAVE TO USE THEM!
http://www.nodwick.com

FULL FRONTAL NERDITY by Aaron Williams
OKAY, HAVING GOTTEN HOPELESSLY LOST, YOU'RE FORCED TO SPEND THE NIGHT IN THE FOREST.
WHEN YOUR CHARACTERS AWAKEN, THEY DISCOVER THAT THEY'D BEEN RAVAGED BY DIRE MOSQUITOES TO THE TUNE OF 3D6 WORTH OF BLOOD LOSS.
AS THE VULTURES CIRCLE AND THE SUN CLIMBS, YOU BEGIN TO SUFFER HEAT EXHAUSTION...
DUE TO THE MULTIPLE INSECT BITES AND THE FACT THAT YOU HAD TO SLEEP ON THE ROCKY GROUND, ALL YOUR SKILL AND FEAT ROLLS WILL BE AT MINUS FIVE FOR THE NEXT DAY AND A HALF.
I VOTE THAT OUR D&D GAME GETS A WEEK OFF AFTER YOUR PARENTS MAKE YOU GO CAMPING.
SECONDED.
http://www.nodwick.com

his body with the magical *Chains of True Binding*. When Xagevoxhab was accidentally released, he very nearly rebuilt his fungus kingdom, but was put down by a group of adventurers from the surface world. Even they could not destroy him, though, so vast had his power grown, and Zuggtmoy might have further use for him yet.

Zuggtmoy's greatest triumph, however, was the foundation of the Temple of Elemental Evil. She hit upon the idea of using the four elements as a basis for a cult many years ago. She sent several of her most charismatic followers into the world to recruit for the new cult, and found people only too willing to join. Before long, the Temple of Elemental Evil was flourishing. The beauty of this cult's composition was its four divergent paths: air, earth, fire, and water. This prevented any one cult from growing too powerful, so that Zuggtmoy's cult could remain in command over them all.

Yet the appeal of Elemental Evil proved to be its downfall. The cult had soon grown so large and successful that it began to draw unwanted attention. Zuggtmoy turned to another deity of the realm, an old cambion named Iuz. With his support, she hoped to establish a realm of her own on the Material Plane. As the armies of the Temple of Elemental Evil marched on the surrounding lands, Zuggtmoy herself was called to the Material Plane by her clerics. This would prove to be her greatest mistake, for her arrival forced the hand of the Circle of Eight, a group of powerful wizards. After a terrific battle, Zuggtmoy and her armies were defeated. She was bound in a small section of the Temple dungeons, unable to return to her Abyssal layer or even to venture out beyond its walls.

Eventually, Zuggtmoy was freed from her prison by a group of adventurers. She managed to return to the Abyss, but not without leaving a significant portion of her essence behind; this essence was utilized recently by a new and even more sinister group of cultists bent on restoring the Temple of Elemental Evil (see *Return to the Temple of Elemental Evil*). Suffice to say, now that she's managed to escape her prison, Zuggtmoy has lost interest in elaborate false cults for the time being and has turned again to building up smaller cults of fungus worshipers. Her current goals are to reclaim solid control of her Abyssal realm. Her imprisonment in the Temple of Elemental Evil gave Juiblex, the Demon Prince of Slime and Ooze, the opportunity he needed to claim all of the layer's underground caverns as his own, and even some remote corners of the surface realm as well.

Zuggtmoy's Cult

Although many of her cultists are druids, clerics also constitute a significant portion of Zuggtmoy's faithful. Clerics of Zuggtmoy have access to the domains of Chaos, Evil, and Plant, and her favored weapon is the scythe. If you use the *Book of Vile Darkness* (mature audiences only), her

clerics also have access to the Corruption and Demonic domains.

Actual cults of Zuggtmoy are fairly small, usually numbering no more than six to eight members. Often, all members of a cult belong to the same family. They live quiet lives in remote rural areas, usually in bogs or other moist regions, just far enough off the beaten path that they don't have to worry about too many inquisitive visitors but close enough to trade routes that they can kidnap victims for sacrifice. Cultists of Zuggtmoy procure the majority of their sacrifices in this way—by snatching lone travelers from roads. Those who are captured by a cult of Zuggtmoy can expect to suffer all manner of monstrous rituals. When out on raids, cultists usually wear horrific leather masks that cover the lower half of the face. These masks help somewhat to hide the cultists' identities, but their true purpose is to honor their queen's monstrous mouth.

One particularly loathsome ritual that cults of Zuggtmoy force their prisoners to take part in is the Final Feast. Those who hope to become a thrall of Zuggtmoy must voluntarily take part in (and survive) this feast, without the protection of spells like *neutralize poison*. These individuals are usually allowed to use magic to enhance their Fortitude saving throws, but sacrifices are denied this luxury. Creatures naturally immune to poison already are considered blessed by the Queen of Fungi and do not need to undertake this deadly ritual.

The Final Feast ritual consists of a five-course meal served upon a warped table of wood made from the coffin lids of those murdered by Zuggtmoy's cultists. The five courses of the Final Feast (and the attendant dangers) are as follows. Each course takes 5 minutes to complete.

- A large stein of bitter ale brewed from striped toadstool (Fort DC 11; 1 Wis/2d6 Wis + 1d4 Int), served warm.
- A platter of boiled id moss (Fort DC 12; 1d4 Int/2d6 Int). Boiling the moss slightly lowers the normal save DC for the poison, but enhances its vile taste.
- A bowl of chilled soup made of slime mold and rotting mushrooms laced with terinav root (Fort DC 16; 1d6 Dex/2d6 Dex).
- The main course consists of a single violet fungus tentacle glazed with various noxious molds and mildew (Fort DC 14; 1d4 Str plus 1d4 Con/1d4 Str plus 1d4 Con).
- Finally, dessert consists of a small stack of phycomid stalks served in a thick, bitter black syrup made from basidirond sap and sprinkled with yellow mold spores (Fort DC 15; 1d6 Con/1d6 Con).

A victim who survives the Final Feast and remains conscious wins the right to be returned to the cult's prison and left to starve to death. Those who succumb but do not die are faced with a far more horrifying fate—Zuggtmoy's Cradle. This disturbing method of sacrifice involves burying a helpless victim in a shallow grave in a bog. Often, the victim is bound with rope made from his own hair; in cases where the victim's hair isn't long enough, some cultists have taken to stitching the flesh of the victim's arms and legs together.

Once a victim is placed in a shallow grave in the bog (the "cradle") he is fitted with a mask similar to those worn by the cultists themselves, only this one is affixed with a long leather tube. The victim is then buried under a layer of sod and peat so that only the tube protrudes from the grave. This tube allows the victim to breathe, and cultists visit daily to pour spore-laden gruel into the tube to give the victim nourishment. This gruel has the unfortunate side effect of growing into pallid fungi and mushrooms inside the victim's body. Someone force fed within Zuggtmoy's Cradle takes 1d4 points of Constitution damage per day until he dies. Until then, his hoarse screams, distorted by the breathing tube, can last for hours at a time.

Thrall to Demon [vile]

You supplicate yourself to a demon prince in return for a small measure of power.

Benefit: Once per day, while performing an evil act, you may call upon you demonic patron to add a +1 luck bonus on any one roll.

Special: Once you take this feat, you may not take it again; you may not be a thrall to more than one demon. Nor may you take the Disciple of Darkness feat (a similar feat that binds you to an archdevil.

This feat first appeared in the *Book of Vile Darkness* (mature audiences only).

Thrall of Zuggtmoy

Hit Die d6

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spells per Day
1st	+0	+2	+0	+0	Infestation, immune to nausea	—
2nd	+1	+3	+0	+0	Spore Mastery	+1 level of existing class
3rd	+2	+3	+1	+1	Immune to sleep and stun	+1 level of existing class
4th	+3	+4	+1	+1	Raise the Rotten	+1 level of existing class
5th	+3	+4	+1	+1	Immune to disease	+1 level of existing class
6th	+4	+5	+2	+2	Zuggtmoy's caress	+1 level of existing class
7th	+5	+5	+2	+2	Immune to poison	+1 level of existing class
8th	+6	+6	+2	+2	Feast on the Fallen	+1 level of existing class
9th	+6	+6	+3	+3	Immune to mind-affecting attacks	+1 level of existing class
10th	+7	+7	+3	+3	Zuggtmoy's embrace	+1 level of existing class

Skills (2 + Int per level): Concentration (Con), Hide (Dex), Intimidate (Cha), Knowledge (arcana) (Int), Knowledge (dungeoneering) (Int), Knowledge (nature) (Int), Knowledge (the planes) (Int), Knowledge (religion) (Int), Move Silently (Dex), Spellcraft (Int), and Survival (Wis).

Cultists are careful to only select the most remote locations for their cradles as a result.

Thrall of Zuggtmoy

Thralls of Zuggtmoy are horrid to behold—often emaciated and always encrusted with fungal growths, these cultists adorn their bodies with blue coiling tattoos. They take the worship of their foul queen to the extreme and treat their own bodies as their most sacred altar. The closer their bodies grow to resemble that of their Queen, the closer they are to purity. A thrall of Zuggtmoy generally doesn't lead a cult but is often looked to as a prophet or oracle by such groups.

Druids and rangers make the best thralls of Zuggtmoy, although clerics with access to the Plant domain can do well as thralls. Other spellcasting classes can become thralls of Zuggtmoy, but they often have to research or create spells relating to fungus in order to prove their devotion to the Queen of Fungi before one of her cults accepts the character for a Final Feast.

Entry Requirements

Alignment: Chaotic evil

Base Save Bonus: Fort +6

Skills: Hide 5 ranks, Knowledge (nature) 8 ranks, Move Silently 5 ranks, Survival 8 ranks

Feats: Any one metamagic feat, Thrall to Demon (Zuggtmoy)

Special: Ability to cast at least three spells or use spell-like abilities that are associated with plants or fungi, one of which must be 3rd-level. (A list of such spells appears in the Fungus Magic sidebar.) Druids and rangers automatically meet these qualifications by the time they can cast 3rd-level spells.

Special: Must survive a Final Feast (as previously described) or must possess immunity to poison.

Class Features

The following are class features of the thrall of Zuggtmoy prestige class.

Weapon and Armor Proficiency: Thralls of Zuggtmoy gain no proficiency with weapons or armor.

Infestation (Su): When a character becomes a thrall of Zuggtmoy her body becomes infested with abyssal spores and fungoid parasites. She takes on an unhealthy pallor, her hair becomes stringy and nasty (and often starts falling out), her eyes grow sunken, and her breathing becomes thick and phlegmatic. The changes in her body increase as she gains levels, until she finally transforms into a creature made entirely from fungus at 10th level.

These changes make it difficult for a thrall of Zuggtmoy to interact with most societies in a non-confrontational manner. She takes a penalty equal to her thrall level on all Charisma-based skill checks made when interacting with non-evil creatures as a result.

This infestation has its benefits, though, in that it bolsters and augments the thrall's physical body. A thrall of Zuggtmoy gains 2 bonus hit points per level. She also casts all spells in the fungus magic category (see sidebar) at +1 caster level, and saving throw DCs to resist these spells gain a +1 bonus.

Immunities (Ex): As she gains levels, a thrall of Zuggtmoy's body becomes increasingly transformed into fungoid material. At 1st level, she becomes immune to nausea and can no longer be sickened or nauseated. At 3rd level, she cannot be stunned and is immune to sleep effects. At 5th level, she becomes immune to all forms of disease. At 7th level, she becomes immune to poison. Finally, at 9th level, she becomes immune to mind-affecting attacks.

Note: A druid cannot be chaotic evil, so there is a conflict between the flavor text and the entry requirements.

Fungus Magic

The following spells from the *Player's Handbook*, *Complete Adventurer* (C), *Complete Arcane* (A), and *Complete Divine* (D) comprise the various spells of fungus magic that thralls of Zuggtmoy are expected to learn and master. The DM might add similar spells from other sources to this list as he sees fit.

1st Level—*animate wood*[A], *backbiter*[A], *beget bogun*[D], *detect animals or plants*, *entangle*, *goodberry*, *shillelagh*, *vine strike*[D], *wood wose*[D]

2nd Level—*brambles*[D], *snare* (ranger), *speak with plants* (ranger), *spike growth* (ranger), *tree shape* (druid), *warp wood*, *wood shape*

3rd Level—*briar web*[D], *command plants* (ranger), *diminish plants*, *entangling staff*[D] (druid), *plant growth*, *snare* (druid), *speak with plants* (druid), *spike growth* (druid), *spikes*[D], *thornskin*[A], *tree shape* (ranger)

4th Level—*antiplant shell*, *blight* (druid), *command plants* (druid/plant domain), *commune with nature* (ranger), *entangling staff*[C] (sorcerer/wizard), *hallucinatory terrain*, *speak with plants* (bard), *tree stride* (ranger)

5th Level—*awaken*, *blight* (sorcerer/wizard), *commune with nature* (druid/animal domain), *tree stride* (druid), *wall of thorns*, *wood rot*[A]

6th Level—*fire seeds*, *ironwood*, *liveoak*, *repel wood*, *transport via plants*

7th Level—*animate plants*, *changestaff*, *poison vines*[D], *transmute metal to wood*

8th Level—*control plants*, *horrid wilting*, *mass awaken*[D], *polymorph any object*

9th Level—*shambler*, *unyielding roots*[D]

Spore Mastery (Su): At 2nd level (and then again every even-numbered thrall level thereafter) a thrall of Zuggtmoy gains increased control over the demonic spores that infest her body. She can use these spores as an additional material component when casting any spell listed in the Fungus Magic sidebar. Utilizing spores in this manner is a free action. A thrall of Zuggtmoy has a number of spore "uses" equal to her thrall level. These spores are replenished daily. By using her spores, the thrall can spontaneously augment a fungus spell with a metamagic feat without increasing the spell's effective level. She spends a number of doses equal to the amount the metamagic feat would normally increase a spell's level. For example, to cast *entangle* as a quickened spell, she would spend 4 of her daily spore uses—the *entangle* spell itself need not have been prepared as a 5th-level spell.

If a thrall of Zuggtmoy ever uses all of her spore uses for a day, she becomes fatigued.

Raise the Rotten (Su): At 4th level, the thrall of Zuggtmoy learns how to infuse undead she creates with fungus. Any undead she creates with a spell, supernatural ability, or magic item gains a +2 bonus to Strength and a +2 bonus to its natural armor.

Zuggtmoy's Caress (Su): At 6th level, the thrall of Zuggtmoy has proven her devotion to the Queen of Fungi. The thrall receives a vision on the first night after she gains 6th level in the form of an erotic dream of Zuggtmoy. When the thrall awakens, she discovers her fungoid body has grown more vibrant and hale, but at a cost. She gains a +2 bonus to any one of her ability scores, but must reduce two different ability scores by 1. These alterations have no type and are permanent. If the thrall of Zuggtmoy ever loses enough levels to become a 5th-level or lower thrall, she loses the +2 bonus to her ability score but does not regain the penalties to her other abilities.

Feast on the Fallen (Su): At 8th level, the thrall of Zuggtmoy can draw sustenance from the dead body of any aberration, animal, dragon, fey, giant, humanoid, magical beast, monstrous humanoid, plant, or vermin. She must touch the body and spend a full-round action to activate this ability—doing so provokes attacks of opportunity.

At the start of the next round, the body decays away into corruption and stain, and the thrall of Zuggtmoy receives the benefit of the *death knell* spell and regains a number of hit points equal to 2d8+1/Hit Die of the creature feasted upon.

A thrall of Zuggtmoy may feast on the fallen once per day.

Zuggtmoy's Embrace (Su): The first night after attaining 10th level, the thrall of Zuggtmoy receives another vision similar to the one she experienced at 6th level, although this vision is much more intense and incorporates the complete destruction and re-creation of her physical body within Zuggtmoy's fungal womb.

When the thrall awakens, she has transformed. Her type changes to Plant, and she immediately gains all the traits of this type. She also gains the Extraplanar subtype when not on the Abyss and damage reduction 5/good.

Zuggtmoy's Minions

Zuggtmoy's favorite minions are fungi monsters, creatures like violet fungi, phantom fungi, basidironds, phycomids, and evil myconids. She also enjoys the company of other plant creatures (although these monsters always sport vile fungoid growths and are, on a whole, far more disgusting and foul-smelling than standard plant monsters). She also utilizes slimes, oozes, and other shapeless minions.

Of the various fungoid creatures, her two favorites are not actually plant creatures at all but rather outsiders. The first (and most common) are the foul rukarazylls (see page 181 of the *Monster Manual II*). Natives to the Elemental Plane of Earth, these monsters are often called to the Material Plane via *planar ally* or *planar binding* by her cultists. A large number of advanced rukarazylls (including several of the largest size

at 36 Hit Dice) dwell in her palace, where they serve Zuggtmoy as messengers and assassins.

The second of her favored minions are the vathugus. Unlike the rukarazyll, the vathugu is an actual tanar'ri demon. Capable of controlling the bodies of those Zuggtmoy's cults cannot convert, vathugu demons are often called to the Material Plane to serve a cult by controlling a captured enemy that is then sent back home to murder its allies. In Zuggtmoy's realm, the vathugus are the generals of her armies and the rulers of vast castles of fungus and decay.

Zuggtmoy often finds herself at odds with other demon princes whose hunting grounds on the Material Plane overlap. The most famous of these, of course, is the deity Lolth, a demon whose loyal base of drow worshipers have granted her transcendence into full godhood. Lolth's new position of power has effectively elevated her out of her classic competition with the Demon Queen of Fungi for control over the Underdark, but the two entities still foster a seething hatred for one another and given the opportunity spare no expense to ruin or humiliate each others' followers.

Of more immediate concern to Zuggtmoy these days is the Faceless Lord, Juiblex. She shares her realm with this demon lord and as a result the two have a long-standing feud. Juiblex's hold is strongest in the deep caverns that sprawl below Shedaklah, whereas Zuggtmoy controls the surface realms. The caverns between their two realms are a terrible perpetual battleground of oozes and fungi. As one gains a hold in one place, it is forced to relocate forces to another to shore up defenses. Each is constantly searching for an edge over the other. Zuggtmoy's dalliance with the cult of Elemental Evil would have given her a tremendous advantage, had the plot worked to her full expectations. As it did turn out, the years she spent trapped in the Temple of Elemental Evil and her resulting loss of essence had the opposite effect. Juiblex now controls all of the underground realm of Shedaklah, and his ooze wells up in many regions on the surface. So far, Zuggtmoy has been able to stem his advances, but it will be some time before she regains a foothold in the caves below.

Yet Zuggtmoy certainly doesn't count all like-minded demons as enemies. She seems to be on good terms with Demogorgon, and has often been seen cavorting in the poisonous laboratories of Haagenti, Lord of Alchemy. She has also entered into alliances in the past with the demigod Iuz, although the outcome of her venture involving the cult of Elemental Evil left a sour taste in her mouth and she has yet to rekindle communications with the Old One, despite the fact that they were lovers for many

FULL FRONTAL NERDITY by Aaron Williams
OKAY, JUST AS YOU ENTER THE RUINED KEEP, YOU COME FACE-TO-FACE WITH... A MONSTER.
WHAT DOES IT LOOK LIKE?
UH, YOU'VE NEVER SEEN ONE BEFORE.
WHAT? ARE YOU OUT OF ADJECTIVES? DESCRIBE IT!
I CAN'T! YOU'LL GUESS WHAT IT IS! YOU'RE ONLY FIRST LEVEL, SO YOUR CHARACTER WOULDN'T KNOW THIS MONSTER, ITS STRENGTHS, ITS WEAKNESSES--
AW, FOR CRYIN' OUT LOUD. IT'S AN ORC, ISN'T IT?
JUST SUSPEND YOUR FREAKING DISBELIEF FOR ONCE!
FINE! I'LL START WITH FORGETTING THAT THIS ADVENTURE IS CALLED "VAULT OF THE ORCISH LEGIONS!"
CUT HIM SOME SLACK; IT COULD BE A HALF-ORC.
http://www.nodwick.com

FULL FRONTAL NERDITY by Aaron Williams
GENTLEMEN, I HOLD IN MY HANDS, THE GREATEST D20 SUPPLEMENT EVER: THE BOOK OF EROTIC FANTASY.*
*THIS REALLY EXISTS, FOLKS.
PHIL FOGLIO'S DREAM OF "SEX AND D&D" HAS BEEN REALIZED. WE NOW HAVE THE RULES COVERING THE ONE ENCOUNTER GAMERS HAVE BEEN WANTING FOR DECADES.
YOU REALIZE WHAT THIS MEANS...
WE'VE FINALLY REPLACED WOMEN.
WRONG!!
http://www.nodwick.com

years during the height of the Temple of Elemental Evil's power.

Finally, Zuggtmoy counts at least one minor demon lord as a personal thrall—this is the festering Rancid Lady of Bitter Bile. Known as Yibyiru, this simpering, poison-skinned abomination is thought by some to be Zuggtmoy's child and others to be her senile mother; in any case, the foul-mouthed and fouler-smelling creature serves the Queen of Fungi as a sort of demented chambermaid and major-domo and is often charged with keeping Shedaklah safe during Zuggtmoy's journeys to the Material Plane. For all her faults, Yibyiru has yet to fail in these tasks—invaders have found her rage and potent poisons (which are said to be able to harm even other demons) more than enough reason to avoid Zuggtmoy's palace even when she is away. Certainly it was Yibyiru's presence that kept Juiblex from conquering Shedaklah.

Basidirond

Medium Plant
Hit Dice: 8d8+24 (60 hp)
Initiative: +1
Speed: 20 ft. (4 squares)
Armor Class: 18 (+1 Dex, +7 natural), touch 11, flat-footed 17
Base Attack/Grapple: +6/+11
Attack: Slam +11 melee (1d8+7)
Full Attack: Slam +11 melee (1d8+7)
Space/Reach: 5 ft./5 ft.
Special Attacks: Hallucinatory spores, smothering
Special Qualities: Low-light vision, partial cold immunity, plant traits
Saves: Fort +9, Ref +3, Will +2
Abilities: Str 20, Dex 13, Con 17, Int —, Wis 11, Cha 10
Environment: Temperate forest and underground
Organization: Solitary, pair, or grove (3–8)
Challenge Rating: 5
Treasure: None
Alignment: Always neutral
Advancement: 9–12 HD (Medium), 13–24 HD (Large)
Level Adjustment: —

This strange creature combines features from both a mushroom and an insect. Its upper portion is a cup-shaped mushroom cap with clouds of dark spores rising upward. The inside of this cup is sooty black. Instead of a single stalk, the creature has three fibrous, almost insect-like legs. The legs and exterior of its cup are dark orange brown.

These multi-stemmed fungoid monsters usually dwell in moist, tangled forests with thick canopies that rarely allow sunlight to penetrate. They are also sometimes found in swamps or even caverns—rumors hold of tales of pale yellow or white basidironds as large as ogres that dwell in the Underdark. The basidirond feeds on organic rot and decay, drawing sustenance up through its many stalks as it stands over the carcass of a not-so-fresh kill. Often, the hint of treasure or magic gear on a body below it is enough to draw fresh food in range of its hallucinatory spores.

Basidironds commonly stand 7 feet tall and weigh approximately 350 pounds.

Combat

A basidirond remains motionless when it is approached, allowing its spores to act on the minds of potential prey. Only when a creature attacks it or comes within reach does the predatory fungus lurch into action. The basidirond attacks by slamming creatures with its inverted cup-shaped cap.

Hallucinatory Spores (Ex): A basidirond constantly emits an invisible cloud of spores in a 60-foot spread around itself. Any breathing creature within this odorless cloud of spores must make a DC 17 Fortitude save each round. Failure indicates the victim immediately begins to hallucinate. Hallucinations last for as long as the victim remains within the basidirond's spore cloud plus 1d4 rounds. While hallucinating, a victim takes one specific random action each round, as detailed on the following table. Hallucinating victims are considered flat-footed and do not gain their Dexterity bonus to their Armor Class. As long as the victim isn't fully incapacitated (d% roll of 91–100 on the table below) he is not helpless and may still use any remaining move action or standard action each round as he wishes.

Remove disease or any similar effect ends the hallucinations. Creatures that are immune to disease are immune to this special attack. The save DC is Constitution-based.

Smothering (Ex): A creature hit by a basidirond's slam attack must make a DC 17 Fortitude save to avoid becoming infested with the black spores that constantly spew from its cap. Failure indicates the spores rapidly infest the creature's airways, causing the victim to start suffocating. The victim must make a DC 10 Constitution check each round, with the DC increasing by +1 for each previous round. When a character fails one of these Constitution checks, he begins to suffocate. In the first round, he falls unconscious (0 hit

d% Roll	Hallucination
01–10	Victim believes he has shrunk (victim shouts for help to return to normal size; this costs no actions but prevents Move Silently checks, casting spells with verbal components, or triggering magic items with command words).
11–20	Victim believes he's sinking in quicksand (spend one move action each round to "stay afloat" by waving arms and kicking legs; this does not provoke attacks of opportunity).
21–30	Victim thinks the ground is splitting apart in an earthquake (spend one move action each round "balancing;" victim can only move by taking 5-foot steps).
31–40	Victim believes his allies are festering with contagious disease (spend a move action to move out of reach of any allies, allies must make touch attacks to administer aid to the affected character).
41–50	Victim is suffocating (spend one move action each round clawing at throat; victim must make a 5-foot step each round if he can in an attempt to stagger into an area with "better air;" the victim may choose the direction of his 5-foot step as he wishes).
51–60	Victim believes he is surrounded by spiders, scorpions, and other vermin (spend one standard action to forcefully stomp and attack the imaginary swarm).
61–70	Victim believes that objects around him have transformed into snakes (drop any items held, spend one move action each round to take a full move to avoid the "snakes;" the victim may choose his route as he wishes to avoid attacks of opportunity or hazards, but must take his full movement allowance).
71–80	Victim thinks an ally is bleeding to death (move to ally and make a Heal check to stabalize the victim; this check will never be percieved to be successful and provokes attacks of opportunity as normal).
81–90	Victim believes one of his worn items is a hungry leech (remove random worn item and drop it as a move action and attack it to sunder it as a standard action; in following rounds, the victim need only make standard action to attack the "leech" until it is destroyed, at which point he must remove and drop another worn item).
91–100	Victim believes he is melting (victim can do nothing but stand in place, howl in terror and pain, and try to hold himself together).

points). In the following round, he drops to –1 hit points and is dying. In the third round, he suffocates. A DC 15 Heal check clears the victim's mouth and throat of these spores, as does *remove disease* or any other similar magical effect.

Partial Cold Immunity (Ex): A basidirond never takes damage from cold attacks. However, if exposed to a cold attack, the basidirond becomes slowed (as per the *slow* spell) for 1d4 rounds. During this time, it cannot use its smothering special attack.

Phycomid

Small Plant
Hit Dice: 3d8+15 (hp 28)
Initiative: +3
Speed: 10 ft. (2 squares)
Armor Class: 16 (+1 size, +3 Dex, +2 natural), touch 14, flat-footed 13
Base Attack/Grapple: +2/–2
Attack: Acid globule +6 ranged touch (1d4 acid)
Full Attack: 2 acid globules +6 ranged touch (1d4 acid)
Space/Reach: 5 ft./5 ft.
Special Attacks: Acid, infestation
Special Qualities: Acid immunity, blindsight 30 ft., fire resistance 10, immunities, plant traits, tremorsense 60 ft.
Saves: Fort +8, Ref +4, Will +1
Abilities: Str 10, Dex 17, Con 20, Int —, Wis 11, Cha 10
Environment: Any underground
Organization: Solitary or swath (2–8)
Challenge Rating: 3
Treasure: None
Alignment: Always neutral
Advancement: 4–6 HD (Medium), 7–9 HD (Large)
Level Adjustment: —

This creature resembles a fibrous blob of decomposing milky-colored matter with capped fungi growing out of it. Extruding from this mess are several thin stalks that look almost like hoses. Tangled in amongst the mess it grows in are several humanoid bones.

The phycomid is an aggressive fungoid predator that dwells in underground regions. These creatures are constantly on the move, slowly slithering over cave floors in search of new prey. Often, their mass is tangled hopelessly around the bones of their previous victims. They prefer to dwell in moist, wet environments but if hungry won't hesitate to strike out into drier surrounding caverns.

A phycomid is roughly 2 feet in diameter (but can be larger, especially if its mass incorporates a lot of bones) and commonly weighs about 50 pounds.

Combat

A phycomid has no effective melee attack and can thus not make attacks of opportunity. It attacks by extruding a thin stalk

and spurting a small green glob of highly acidic fluid.

Acid (Ex): Acid damage caused by a phycomid's acid spurt attack continues to burn for 1d4 rounds after initial contact, dealing an additional 1d4 points of acid damage each round. This acid can be washed off with water as a standard action.

Infestation (Ex): Each time an opponent is hit by a phycomid's acid spurt attack, he must make a DC 16 Fortitude saving throw. Failure indicates that the tenacious and fecund spores in the phycomid's acidic spurt take root and deal 1d2 points of Constitution damage. Each succeeding round the victim must make a new Fortitude save to avoid taking an additional 1d2 points of Constitution damage. Once the victim makes a saving throw against this infestation, the spores grow dormant and no longer threaten him. A victim reduced to 0 Constitution by this attack dies and his body is quickly devoured, transforming into a new phycomid in 1d4+4 rounds.

This infestation cannot affect creatures immune to disease or acid. *Remove disease* or any similar effect halts the infestation immediately, but does not restore lost Constitution. The save DC is Constitution-based

FULL FRONTAL NERDITY by Aaron Williams
ONCE AGAIN, THE RUINATION OF YOUR CAREFULLY-PLANNED GAME AND THE GEOMETRIC RISE OF MY CHARACTER'S LEVEL COMES DOWN TO A SIMPLE DIE ROLL...
HOLD IT! THIS IS SOMETHING THE GM SHOULD ROLL FOR!
NOT A CHANCE. I REMEMBER YOUR LOADED "DIE-DIE-DIE" DIE YOU'D USE WHEN YOU NEEDED US TO SCREW UP.
AND WHO FILED DOWN HIS TEN-SIDERS TO ALWAYS COME UP ZERO-ZERO?
THAT WAS OVER FIVE YEARS AGO, FOR CRYIN' OUT LOUD!
UH, GUYS? I'VE WORKED OUT A SYSTEM I THINK EVERYONE CAN LIVE WITH...
WELCOME TO THE SPAM RANDOMIZER! OUR NEW HOTMAIL ACCOUNT SHOULD GET SOME JUNK E-MAIL ANY SECOND NOW. IF IT RELATES TO ENLARGING SOMETHING, THAT'S A ONE. IF IT'S ABOUT YOUR MORTGAGE, THAT'S A TWO...
THIS IS STUPID.
IT BEATS HIS SYSTEM USING THE HOME SHOPPING NETWORK.
http://www.nodwick.com

FULL FRONTAL NERDITY by Aaron Williams
OKAY, YOU TAKE A SWING AT THE ARCH-GHOUL. ROLL TO HIT.
DANG! A ONE! THAT'S THE FIFTH ONE IN A ROW!
YOU'D BETTER DO A DIE DIAGNOSTIC. ROLL IT.
ONE. ONE. ONE. ONE! ONE!! ONE!!!
I CAN'T BELIEVE IT. MY FAVORITE AND FIRST TWENTY-SIDER...
IT'S FINISHED. IT MUST HAVE PASSED AWAY AFTER GIVING YOU THOSE THREE STRAIGHT NATURAL TWENTIES LAST WEEK.
WE NEED TO GIVE IT A PROPER FUNERAL.
LOOK, I DREW THE LINE AT YOU BURYING YOUR CHARACTER SHEETS IN MY BACKYARD...
I'LL BREAK OUT THE BLACK ARMBANDS...
http://www.nodwick.com

Immunities (Ex): A phycomid is immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

Vathugu

Large Outsider (Chaotic, Extraplanar, Evil, Tanar'ri)
Hit Dice: 12d8+144 (198 hp)
Initiative: +5
Speed: 30 ft. (6 squares), climb 30 ft.
Armor Class: 25 (–1 size, +1 Dex, +15 natural), touch 10, flat-footed 24
Base Attack/Grapple: +12/+25
Attack: Bite +20 melee (2d6+9/19–20)
Full Attack: Bite +20 melee (2d6+9/19–20) and 3 tentacles +15 melee (1d6+4 plus corrupting touch)
Space/Reach: 10 ft./10 ft.
Special Attacks: Control body, corrupting touch, spell-like abilities, *summon tanar'ri*, trample 1d6+13
Special Qualities: Damage reduction 10/good and slashing, darkvision 60 ft., immunity to electricity and poison, plant traits, resistance to acid 10, cold 10, and fire 10, spell resistance 22, stability, telepathy 100 ft., tremorsense 60 ft.
Saves: Fort +20, Ref +9, Will +11
Abilities: Str 28, Dex 12, Con 34, Int 12, Wis 17, Cha 20
Skills: Balance +16, Climb +32, Concentration +27, Hide +12, Jump +24, Knowledge (nature) +16, Knowledge (the planes) +16, Listen +18, Move Silently +16
Feats: Cleave, Improved Critical (bite), Improved Initiative, Power Attack, Quickened Spell-Like Ability (*contagion*)
Environment: Infinite Layers of the Abyss
Organization: Solitary
Challenge Rating: 12
Treasure: Standard
Alignment: Always chaotic evil
Advancement: 13–18 HD (Large), 19–30 HD (Huge), 31–34 HD (Gargantuan)
Level Adjustment: —

Two pairs of great goat horns protrude from the sides of this creature's vaguely reptilian head and its toothy crocodilian jaws have a curious underslung look. It has no eyes, and a forest of mushrooms and writhing tendrils grows on the top of its head and down its back like a mane. Instead of a tail, its lower body splits into three elephantine legs, the feet of which split again into three wide talons that splay out around each foot. Three tentacles, also arrayed radially, protrude from the base of the monster's head. Each of these tentacles ends in three flexible fingers. The creature itself is a nasty mix of pale yellow, tan, and white, with brilliant crimson spots along its back. It sweats a disgusting pale blue ichor.

The bestial vathugus are formidable demons used by Zuggtmoy as guardians. Her cultists often use *planar ally* spells to call these creatures from her realm in the Abyss to serve as temple guardians or to bolster their armies. A vathugu called by *planar ally* has no real interest in monetary wealth and instead demands its payments for service in the form of living sacrifices. A task taking up to 1 minute per caster level requires a single sacrifice of any creature. For a task taking up to 1 hour per caster level, the vathugu demands a sacrifice of at least 10 Hit Dice (or the equivalent) of intelligent creatures. A long-term task, one requiring up to one day per caster level, requires a sacrifice of at least 20 Hit Dice (or the equivalent) of intelligent good-aligned creatures.

On the Abyss, vathugus not in Zuggtmoy's service carve out large territories in which they brook no intrusions from less powerful

demons. A vathugu loose on the Material Plane follows similar goals and attempts to establish a domain of several square miles in size. It allows those who convert to Zuggtmoy's worship to remain in its territory, but this allowance typically doesn't buy such creatures immunity from the vathugu's hunger for long. Once it establishes a foothold, the vathugu seeks out a powerful local creature (often a well-known hero) to control. The demon then uses the creature, often against its will, to spread chaos and misery beyond the vathugu's established domain. A vathugu lives vicariously through its controlled minions, and often these poor souls can do more damage to a region than the vathugu itself.

A typical vathugu is 14 feet long and weighs 6,000 pounds.

Combat

In battle, a vathugu uses any controlled creatures to run interference, granting it the opportunity to attempt to summon allies or use its spell-like abilities. Once it enters melee, the demon prefers to split its attacks among as many targets as possible, since it can heal damage faster if it spreads out its corrupting touches. Against superior numbers, it often uses trample to move through a battlefield with ease to take command of key defensive points.

Control Body (Su): Once per round as a standard action, a vathugu can lash out at any corporeal living creature within 15 feet with the tendrils that grow from its head and back. If it makes a successful touch attack, the tendrils quickly burrow into the victim's body and deal 2d6 points of damage. The victim must then make a DC 21 Will save. Success indicates that the tendrils are unable to establish a link with the victim's body and instantly withdraw, dealing another 2d6 points of damage in the process. The save DC is Charisma-based.

If the saving throw is failed, the vathugu releases the tendrils from its body (a new set of tendrils grows in over the course of 24 hours; these are not tentacle attacks and the loss of tendrils does not affect a vathugu's total number of attacks). The tendrils writhe into the victim's body and establish a link between the victim's flesh and the vathugu's mind. The vathugu can't read the victim's thoughts (although it can communicate telepathically across any distance with the victim), but by concentrating the vathugu can sense and observe the world through the victim's senses (although this renders the actual vathugu blind and deaf and negates its tremorsense). The vathugu can also control the victim's physical movements independent of the target's will. It can force the victim to move, but forcing the victim to speak requires a move action on the vathugu's part. It can also hold the subject immobile, rendering him helpless. It cannot force the victim to cast spells or use any special ability that is not a function of just its body movements. If the vathugu loses line of sight to the subject, it can only control the subject's body while it is using the subject's senses (thus negating its own).

If the vathugu forces the victim to engage in combat, the subject's base attack bonus is equal to the vathugu's base attack bonus, not the subject's actual base attack. Attack rolls (ranged or melee) and weapon damage rolls are modified by the vathugu's Charisma modifier, not the subject's Strength or Dexterity scores. The subject gains no benefit to Armor Class from its Dexterity, but it does gain a bonus to its AC equal to the vathugu's Charisma bonus (this bonus is subject to any limitations that affect the subject's Dexterity bonus to AC, such as armor).

The subject's mind at all times remains under its own control, and it can take purely mental actions (including casting spells that have no components) as it wills while its body is controlled. It can even speak, unless the vathugu takes a move action to suppress this part of the victim's body. Normally, the vathugu lets its controlled victim say what it will, as the demon takes perverse delight in listening to the victim's shrieks of despair as it is forced to commit atrocities.

If the controlled body is reduced to 0 or fewer hit points, the vathugu can continue to control it (although the body continues to bleed for 1 point of damage per round). The controlled body dies at –10 hit points, at which point the vathugu's link to the body is severed and the tendrils inside the body rot away.

Dispel magic cannot disrupt a vathugu's control, but *break enchantment* can if the caster makes a level check equal to the initial Fortitude save DC to resist the effect. *Dispel evil*, *dispel chaos*, or *heal* automatically ends the vathugu's control.

Corrupting Touch (Su): Any creature struck by a vathugu's tentacle attack must make a DC 28 Fortitude save or take 2 points of Strength, Dexterity, and Constitution drain as his flesh and bones wither and rot away into a drippy fungous mess. The vathugu heals 5 hit points of damage each time it successfully uses corrupting touch against a creature, but it can only gain this healing once per creature per round. As a result, the vathugu generally tries to strike at as many different opponents with its tentacle attacks as it can. The save DC is Constitution-based.

Spell-Like Abilities: At will—*chaos hammer* (DC 19), *contagion* (DC 18), *entangle* (DC 16), *greater teleport* (self plus 50 pounds of objects only), *soften earth and stone*, *unholy blight* (DC 19), *warp wood* (DC 17); 3/day—quickened *contagion* (DC 18), *transmute rock to mud*, *wall of thorns* (DC 20); 1/day—*control plants* (DC 23), *finger of death* (DC 22). Caster level 14th. The save DCs are Charisma-based.

***Summon Tanar'ri* (Sp):** Once per day, a vathugu can attempt to summon 2d6 rutterkin (see page 170 of the *Book of Vile Darkness*; mature audiences only) or 1d2 vrocks with a 50% chance of success, or another vathugu with a 20% chance of success. This ability is the equivalent of a 4th-level spell.

Trample (Ex): Reflex half DC 25. The save DC is Strength-based.

Plant Traits (Ex): Although not itself a plant, a vathugu's body is closely analogous to monstrous fungus. It is immune to all mind-affecting effects, sleep effects, paralysis, polymorph, and stunning. It cannot be critically hit or sneak attacked.

Stability (Ex): A vathugu is remarkably stable on its feet and gains a +8 bonus on ability checks made to resist being bull rushed or tripped when standing on the ground (but not when climbing or otherwise not standing firmly on the ground).

Zuggtmoy's Realm

Zuggtmoy's realm is the 222nd layer of the Abyss, a realm known as Shedaklah, the Slime Pits. Situated between two sluggish branches of the River Styx, Shedaklah is a vast bog interspersed here and there by low hills and fog-shrouded moors. Shedaklah has few outlandish features to mark it as an otherworldly realm. To the visitor from the Material Plane, Shedaklah may even look like home for a time. Yet there are differences.

Foremost among them is the fact that Shedaklah has no stars, sun, or moon. The skies above are constantly overcast, dark, and gloomy. Often, the clouds take on appalling colors like mud-brown, bruise-purple, or foul rotten green. Storms are frequent, torrential downpours and thunderstorms that leave vast swaths of land flooded. There are no true oceans on Shedaklah, only deeper marshlands. The temperature always seems to hover around 90°F, and the humidity is uncomfortably high. Everything in Shedaklah seems to be covered with a thin layer of clinging moisture.

The inhabitants of Shedaklah are mostly demons. Vrocks are common in the skies above, and vathugus and hezrous stalk the bogs below. Chasmes and rutterkin can be encountered with some frequency as well. Although they aren't actually tanar'ri, rukarazyll are common here as well. All manner of fiendish and half-fiend swamp monsters dwell in the bogs. Oozes, slimes, and jellies are surprisingly uncommon, since these creatures are hunted and killed by Zuggtmoy's agents, who view these monsters (rightfully so) as the eyes and ears of the Faceless Lord.

The most common creatures in Shedaklah, of course, are plant monsters. Most are some form of fiendish or half-fiend fungus creatures like basidironds, phantom fungi, phycomids, or myconids. Other plant creatures like shambling mounds and red sundews are present as well, although they are generally infested with fungoid parasitic growths.

The most tragic inhabitants of Shedaklah are the lost souls captured by Zuggtmoy's cult. Many of these souls are actual cult members who died before accomplishing anything of note, and therefore did not earn a place at Zuggtmoy's side. Some of the souls, though, are the spirits of folk given over to the cradle. Creatures sacrificed in this manner have days to consider their fate, and most eventually give up on their own faith long before they actually die. When they eventually do perish, Zuggtmoy is as close to a deity as their broken minds can accept, and so they end up here, on Shedaklah. These souls are listless, broken figures, similar to who they were in life yet without the drive to achieve anything more than basic survival. They have no joy, and when they aren't seeking shelter from the floods or avoiding any one of the numerous abyssal predators, they loll about in huts made of sticks, bones, and mud, hopelessly fishing for food that is too infested to eat. These lost souls are constantly hungry and endlessly ruined. Zuggtmoy often farms them for fertilizer for her favorite fungus gardens.

Shedaklah is a dual layer; a vast network of caverns that dwarfs any corollary on the Material Plane stretches down below the dripping surface of the abyssal layer. These caverns are said to extend all the way down to the 223rd layer of the Abyss, and are the domain of the Faceless Lord Juiblex.

Although there aren't many notable locations on the face of Shedaklah, two locations in particular stand out and are worthy of mention.

The Gasping Crater: This massive crater measures nearly 100 miles in diameter. Ringed by jagged hills of razor sharp obsidian, the rim of this crater juts out of the surrounding bogland to heights of more then 10 miles in places. Numerous caverns allow passage from the bog through this rim of razored peaks to the vast region within. Inside, the walls of the crater are of constantly roiling mud and thick ropy fungus. The ground shudders and heaves, acting like a massive open mouth gaping from the surface of the realm. At the crater's center a funnel-shaped hole sinks down into the twitching ground. This crater is a fairly new addition to Shedaklah—as part of her thanks for his aid in establishing the Temple of Elemental Evil, Zuggtmoy allowed the demigod Iuz to secret his *soul object* here in her realm. The impact of its arrival created the Gasping Crater, and the object itself is lodged deep under it. The crater is guarded by flocks of advanced vrocks above and numerous bebiliths below.

Zuggtmoy's Palace: This massive structure sits at what is commonly held to be the center of Shedaklah (itself a nonsensical conceit, as Shedaklah's boundaries are infinite). Consisting of two dozen mushrooms of pale yellow and rancid brown, Zuggtmoy holds that these massive fungi are the largest in the multiverse. Certainly, there might be some truth to this claim, as each of the mushrooms tower nearly four miles into the air. The massive mushrooms are surrounded by a field of acidic puffballs and poisonous vapors. The mushrooms themselves are all interconnected by bridges of shelf-fungi and countless chambers have been hollowed out from within their rubbery, fibrous stalks. Not even Zuggtmoy knows the full layout of this tangled keep, although she often claims otherwise when asked.

Eternal Evil

The Lords of Dust

BY KEITH BAKER

ILLUSTRATED BY KRISTA A. LEWIS, LINDA TSO, BEN MCSWEENEY AND STACY MICHALCEWICZ

Many cabals and conspiracies scheme in the shadows of EBERRON. The merchant lords of the Aurum weave deadly webs of gold. The Cults of the Dragon Below spill blood for the amusement of the lords of madness. The lich-queen Vol plumbs the secrets of depths and death in her tower of ice. As terrible as these powers are, one force overshadows them all: the remnants of a power that ruled the world before humanity even existed. Although the fortresses and cities of this forgotten age have fallen to wind and war, the immortal citizens of this empire still live. The mightiest have been bound in the darkness beneath the world, but even the least possesses magical powers to match any mortal. They apply themselves to vengeance with a patience incomprehensible to any mortal mind. They see entire kingdoms and cults as pawns in this vast game. These are the Lords of Dust, the fiends of EBERRON.

The Fallen Empire

A hidden alliance of rakshasa and other fiends, the Lords of Dust have manipulated the world since the dawn of time. The rakshasa wove themselves into the tapestry of human civilization in its earliest days. When the explorer Lhazaar gathered her expedition for Khorvaire, there was a rakshasa advisor at her side. Looking at the power of the Council of Ashtakala, people might wonder why the Lords of Dust have not conquered the world. A rakshasa's first answer to this would be, "Haven't we?"

The rakshasa have no desire to openly rule mortal kingdoms: this would simply make them targets for the Dreaming Dark, the dragons of Argonnessen, and other powerful forces. Their goals stretch beyond any one kingdom: if the rajahs are released, the world itself will be theirs to command.

Organization

The hierarchy of the Lords of Dust is a pyramid, largely based on raw power. The top tier belongs to the Overlords, who are rumored to number around thirty. These spirits, also known as rakshasa rajahs, ruled lesser spirits during the dawn of time, but each Overlord is a unique and powerful being, not simply an advanced rakshasa. Despite their vast power, the Overlords were careless and overconfident. They were ultimately defeated by an alliance of dragons and couatls, and bound by the Silver Flame. Today, they linger in a state of torpor. They perceive reality through vague, dreamlike visions, as seen through the eyes of their most powerful servants. An Overlord is not consciously scheming—but should he wake, he possesses a general sense of the state of the world and of his servants, and he expects them to bow to his authority.

The second tier belongs to the Council of Ashtakala. Each Overlord has one particular rakshasa with a close

bond to the rajah; such individuals are known as prakhutu (or speakers) and can use *commune* as a spell-like ability once per day. The Council of Ashtakala includes all of the prakhutu, but also includes a number of other powerful creatures. A member of the council possesses Hit Dice and character levels with a combined total of at least 18. The council takes its name from the city of Ashtakala in the Demon Wastes, where the rakshasa lords meet to discuss their schemes. Council membership numbers more than ninety, but only a handful of them can be found in Ashtakala at any given time.

Beneath the council come the Claws of Khyber. These rakshasa agents carry out the daily agendas of the Lords of Dust. There are hundreds of these spirits scattered across Eberron. Many are sleeper agents who maintain a single identity. There are rakshasas hidden in Aerenal and House Phiarlan who have sustained their covers for centuries, using magic items and spells like the *cloak of Khyber* to hide from even the keenest eyes. Others maintain multiple identities, managing dozens of different operations within a city or across a particular region.

Pawns, mortals who willingly serve the Lords of Dust, make up the bottom of the pyramid. The rakshasas make use of thousands of people in their schemes, but most never know they are tools. Pawns might not understand the ultimate goals of the Lords of Dust, but they are loyal to their rakshasa contact. Often, a rakshasa using multiple identities has pawns that fill roles he's not using, hidden by elaborate disguises and magic. In the city of Passage, pawns might include a city councilor, an unmarked House Jorasco administrator, a beggar on the docks, and a sorcerer in the wizard's circle. At any given time, any one of these could be the rakshasa in disguise.

Lured by wealth or promises of immortality, most pawns come from varied walks of life. Some are born into pawn families and see their alliance with the rakshasa as a sacred trust. Barbarians of the Demon Waste make up most of these. Each Carrion Tribe dedicates itself to one of the Overlords, and a rakshasa might bring barbarian troops through the Labyrinth to help it in the world beyond.

While the Lords of Dust are typically referred to as a single entity, the group is a loose alliance. Each prakhutu has his claws, and each claw maintains a network of pawns and unwitting agents. The members of the council try not to fight one another directly. Occasionally they work at cross-purposes, or simply choose not to assist another rakshasa in need of aid. If a group of heroes uproots and destroys one branch of the Lords of Dust in a city, that does not mean the group eliminated the evil—there might be another claw hiding in the shadows, carrying out an entirely different agenda.

Goals

One or more of the following goals, each of which might tie into an adventure in different ways, drives each of the Lords of Dust.

Gain Power: The Lords of Dust don't care about thrones or crowns, or other such political powers. They instead seek to increase their own mystical might. Under normal circumstances, the rakshasa of Eberron do not gain experience. A rakshasa might be able to increase its Hit Dice or character

Cloak of Khyber

Illusion (glamer)
Level: Sorcerer/wizard 3
Components: V, S, F
Casting Time: 1 standard action
Range: Personal
Target: You
Duration: One day/level

Rakshasas are masters of deception, and over the course of hundreds of thousands of years they developed this spell to enhance their powers of disguise.

The *cloak of Khyber* conceals the caster's alignment from any form of divination. More importantly, it shields a shapechanged or magically disguised creature from *true seeing*, causing the disguise to appear to be the caster's true form. However, there is one significant restriction to this power: the disguise must be maintained for six hours before the power of the cloak takes effect. As such, it is an extremely useful spell for a deep cover agent who rarely shifts his shape, but it is useless to a character casting a *disguise self* spell that only lasts for a few minutes.

Arcane Focus: A small Khyber dragonshard, worth 50 gp. If this focus is ever taken more than a foot away from the subject, the spell immediately ends.

Exiled Fiends

Over the course of millennia, a number of fiends have been banished from their home planes or chosen to leave, and most of these orphans eventually find their way to the Lords of Dust. The cabal provides fiends with security and a chance for revenge against whatever enemies drove them from their home. Any fiend can see the advantage of earning the favor of an Overlord. In addition to the rakshasas, the Lords of Dust include a handful of fiends from across the thirteen planes. Some sit on the Council of Ashtakala, others serve as fangs of Khyber.

levels by tapping into ancient sources of mystical energy or acquiring long-lost artifacts. The most ambitious seek to steal the power of the Overlords, hoping to take the place of their ancient masters.

This is the simplest way to place a Lord of Dust into conflict with the party. The rakshasa might play the role of a patron and trick the adventurers into retrieving what it needs. The Chamber might call on the adventurers to fight such a fiend. Alternatively, the encounter could be serendipitous. When an earthquake in Xen'drik opens a path to the *Orb of Dol Azur*, the heroes seek it out at exactly the same time as one of the rakshasa.

Vengeance: The Lords of Dust yearn for revenge against the dragons, the couatls, and all servants of the Silver Flame. The lords operate on a grand scale, and a deep cover agent won't reveal himself just to kill a single human cleric: this would give the rakshasa no more satisfaction than swatting a fly. The Lords of Dust instead search for ways to spread corruption in the church or lead the followers of the Flame astray. They also seize any opportunity to

Five Dark Lords

Kashtarhak (see page 63 of this issue) is but one of the members of the Council of Ashtakala. While all councilors have names, beyond the walls of Ashtakala many are only known by their preferred titles. For example, the barbarians of the Demon Waste revere the Shadowsword and do not know the name Mordakhesh.

Durastoran Wyrmbreaker

LE male ak'chazar rakshasa loremaster 5/fatespinner* 5

Hatred drives the Wyrmbreaker—an insatiable thirst for vengeance against the dragons of Argonnessen. He has devoted tens of thousands of years to studying the Draconic Prophecy, and is determined to turn its power against the dragons. In addition to corrupting the outcome of the Prophecy whenever possible, the Wyrmbreaker is pulling strings in Aerenal to increase tensions between the elves and dragons, and he is one of the most active agents in the secret war against the Chamber.

* Fatespinner is a prestige class presented in *Complete Arcane*.

ADVENTURE HOOKS

There are many ways to use the Lords of Dust in your campaign. Fledgling adventurers might stumble into the schemes of a weaker rakshasa trying to increase its power. More powerful characters might clash with the epic-level fiends whose schemes stretch across centuries. The greatest heroes might even come face to face with the Overlords of the Age of Demons—the mightiest beings ever to walk the world. Presented here are a few hooks to get you started.

The Unwise Bargain: An acquaintance of the characters—who could be a friend or enemy—has a sudden rush of good fortune. He might gain wealth, a position in court, or finally complete a quest he has pursued for years. What price has he paid? Is he working for the Lords of Dust? Is he serving their purposes simply by enjoying his newfound prosperity? If he is an ally of the characters, can they find a way to foil the plans of the Lords of Dust without ruining their friendship?

Duplication: The Lords of Dust are cunning telepathic shapeshifters with contacts among the media. A group of rakshasa begins impersonating the adventurers and committing vile deeds in their name. *Zone of truth* and similar magics can help absolve adventurers of wrongdoing, but this won't help in the court of public opinion. For a stranger twist, the rakshasa might actually do good deeds in the characters' name. Perhaps he is trying to draw a powerful patron's attention to the adventurers—to get the heroes to a position where they can later serve the Lords of Dust.

The Tainted Trove: A perilous adventure sets a group of heroes against one of the Lords of Dust. Eventually, the heroes defeat the fiend and in his vault they find a vast array of powerful treasures. In fact, the rakshasa planned his defeat. The items in his trove are possessed by an array of fiends (see page 101 of the *Eberron Campaign Setting*), and the Lords of Dust wish to seed these poisoned items among the heroes of this age.

slay or humiliate a dragon. Should player characters foil the plans of a Lord of Dust, the fiend might seek a more personal revenge.

Free the Overlords: The simplest and most basic goal of the Lords of Dust is to free the Overlords and restore their terrible dominion. The bonds of the Silver Flame cannot be broken with any simple spell. Rakshasa diviners and night hag oracles have devoted eons to these mysteries and the library of Ashtakala contains hundreds of ambiguous prophetic scrolls on the matter. One reads: "Five years past the fall of the human heart, three marked by dragons must slay three dragons. The bearer of the broken ring will rise to rule the black hill. When the realm of the dead touches the land of the living, the blood of the first child soaks the soil of his father's grave, and the King of Shadows will rise again."

It is these mandates that make the Lords of Dust so mysterious and unpredictable. Their goals might take centuries to unfold. They might twist events to raise a beggar to a throne, simply because his grandson must die beneath the full moon of Aryth to release one of the Overlords. They might create cults, start wars, or destroy entire bloodlines in pursuit of a goal, centuries away. Occasionally, they might actually complete one of their schemes and release a mighty horror upon the world.

What does this mean for you as a Dungeon Master or player? The Lords of Dust can appear almost anywhere across Eberron, their true agendas hidden behind veils of subtle plots. A rakshasa disguised as one of the Royal Eyes of Aundair might work to trigger an international incident between Thrane and Aundair or he could try to stop it. Whatever the Lords of Dust want, the only certainty lies in the fact

HEKTULA, THE BLOODY SCRIBE

LE female rakshasa wizard 10/loremaster 10/archmage 2

Hektula is the prakhutu of the Overlord Sul Khatesh. As the librarian of Ashtakala, she spends her time organizing and studying the thousands of scrolls and prophecies in the vaults, recording the history of her people and researching new spells gleaned from the whispers of her mistress. While she wishes to free Sul Khatesh, she primarily acts through alliances with others. She serves as a facilitator who provides the other rakshasas with the knowledge they need to accomplish their goals. Hektula is one of the greatest wizards of the Lords of Dust (as most of the Lords advance as sorcerers), but following in the path of her mistress, she strives to master arcane formulas and rituals in addition to the innate powers of her spirit.

that it eventually leads to ruin. In the short term, do you actually force an international incident simply because the rakshasa is trying to stop it?

The actual release of a rakshasa rajah is one of the greatest threats adventurers could possibly face. Lesser fiends would flock to serve the Overlord, who might possess the power to release others of its kind. An Overlord cannot be killed: the only hope is for the players to find some way to restore the binding magic that once held it, which might require the aid of an oracle or the wisdom hidden in Draconic Prophecy. With its army of fiends, an Overlord possesses the power to level cities and leave absolute devastation in its wake.

Behind the Mask

Quite often, players never know they are dealing with a rakshasa. When one of these fiends is revealed, bear in mind the following.

Infernal Arrogance: Rakshasas can read thoughts as easily as others hear sounds. Their shape is mutable with but a thought. Mystic power flows through their form, waiting to be unleashed. They treat the mortals they deal with as meaningless insects who live and die in the blink of an eye. They hide behind a thousand masks, but when their true faces are revealed, they carry themselves with pride.

Deception is an Art: Rakshasas are masters of psychological warfare. When dealing with PCs, they draw the conversation to topics that make them uncomfortable. Preying on fears and perceived weaknesses, they imply that they know far more than the characters do; a single sentence pulled from surface thoughts can unnerve the PCs and lure them into revealing more information. Once their true nature is revealed, they assume forms that make the opponents uncomfortable, such as those of lovers, siblings, and dead friends. Rakshasa are spirits of deception, with thousands of years of practice. As a DM, it falls to you to present the inhuman cunning of the fiend.

Don't forget that rakshasas love to trick people into doing their dirty work. The rakshasa who appears to the party and gloats about his evil plan might be grandstanding or he might intend to purposefully tell the heroes what they need to know to do what he wants them to do. Of course, can they take the chance?

Deceitful Dealers: Rakshasas love to make bizarre bargains with their pawns. If it suits the plans of the lords, a rakshasa might offer a human tremendous wealth, fame, and professional success—all things the fiend can arrange through the network of claws and pawns. In exchange, all he asks for is the victim's soul, his firstborn child, or the only picture of his

dead beloved. As it turns out, the rakshasa might have no use for any of these things. A rakshasa can't actually take a soul, but the pawn does not know that and thinks the Lords of Dust own him forever—and that's a powerful hold.

Long-Term Planning: A Lord of Dust might work on a particular scheme for a century. If it's possible to plan for failure or contingency, such plans are already in place. While a DM might only put 6 hours of work into an adventure, the Lord of Dust puts sixty years into it. As a result, this is one case where the DM should allow himself to cheat. Did the players overcome the first few challenges more easily than expected? Well, what can you add in to make things more difficult? Perhaps the old sea captain is actually a zakya assassin. Perhaps the alchemist in the market is a pawn, and the healing potions are laced with taggit oil. It is certainly possible to defeat the Lords of Dust, but it is a different sort of struggle than fighting the Emerald Claw. On the other hand, the rakshasa might not want to kill the player characters—with their interest in prophecy, the Lords of Dust might foster plans for the heroes a decade down the line.

Immortal Spirits

In the *Eberron Campaign Setting*, powerful outsiders stand outside the grip of death. Such an outsider is a manifestation of an idea or a plane. These immortals do not reproduce naturally, but their numbers remain constant. When an immortal outsider is killed, the energy that empowered it eventually coalesces to form a new outsider of similar type. These newborns come into existence with an innate core of knowledge, including the history and culture of their society—so a newborn rakshasa is immediately aware of the Lords of Dust and the role he plays in their midst.

Powerful spirits, immortal outsiders with combined Hit Dice and class levels of 12 or more, can draw on the memories of their predecessors. More often than not, they maintain the same name as their predecessor, although there might be noticeable changes in personality or mannerisms.

The exact amount of time that it takes for a spirit to reform is up to the Dungeon Master. Generally it takes a week, but this could be modified by the circumstances of the death; killing a rakshasa with a mundane sword might only eliminate him for 24 hours, destroying him with holy magic could eliminate him for 1d4 weeks, and striking him down on sacred ground using a consecrated sword tempered in his own blood could eliminate him for an entire year; effort and research should be rewarded. *Soul bind* can trap the soul of a slain immortal, but outsiders take note if a mortal imprisons too many of their fellows. This can result in massive forces arrayed against the mortal, so binders should tred lightly!

While rakshasas reform after death, the Overlords simply cannot be killed. An Overlord that is reduced to 0 or fewer hit points immediately dissipates, along with all its possessions. He reforms in the depths of Khyber within 4d6 hours, at full hit points.

Immortal outsiders never need to eat, drink, or sleep, however not all outsiders are immortal. While immortal outsiders do not create others of their own kind through sexual reproduction, they can infuse other creatures with their essence to create hybrids: half-fiends, celestial creatures, planetouched races, and others. These creatures might or might not suffer from the effects of aging, but they are not immortal and are not reborn after death.

The Voice of Chaos

The rakshasa Kashtarhak is a prakhutu, the chosen servant of the rajah Eldrantulku. The prophecies of Ashtakala say that Eldrantulku will rise again when a mighty empire tears itself apart from within. Kashtarhak helped instigate the elven uprising in ancient Xen'drik, and played a part in shattering the Empire of Dhakaan. Now he whispers in the shadows of Khorvaire, hoping to bring down the last remnants of Galifar. His fangs encourage anti-monarchy groups and those who wish to see the war begin anew.

Adventurers could trace a warmongering scheme back to the rakshasa, or they could run afoul of one of his plans to gain personal power. Perhaps the heroes are the key piece Kashtarhak is missing. If he can help them defeat the Heirs of Dhakaan or shatter the rule of the Inspired, he might finally free his ancient Overlord. While PCs might not encounter him at low levels, they could encounter his pawns or claws.

Kashtarhak prefers to work in the shadows, exercising the minimum power required to accomplish his goals and further his plans. If the heroes think there are no epic-level threats in Eberron, they might find they are mistaken.

KASHTARHAK: THE VOICE OF CHAOS **CR 24**

Male rakshasa sorcerer 10/archmage 4
LE Medium outsider

Init +3; **Senses** darkvision 60 ft., Listen +13, Spot +13

Languages Common, Draconic, Dwarven, Elven, Goblin, Infernal, Orc, Riedran, Undercommon

AC 30, touch 13, flat-footed 27

hp 133 (21 HD); **DR** 15/good and piercing

SR 41

Fort +12, **Ref** +12, **Will** +18

Spd 40 ft. (8 squares)

Melee 2 claws +13 (1d4)

Base Atk +14; **Grp** +13

Combat Gear 3 *potions of cure serious wounds*

Spells Known (CL 21st; 1d20+21 to overcome SR, +17 ranged touch)
9th (7/day)—*refuge, time stop, wish*
8th (5/day)—*demand* (DC 33), *mind blank, Otto's irresistible dance*
7th (5/day)—*delayed blast fireball* (DC 26), *insanity* (DC 32), *mass hold person* (DC 32)
6th (8/day)—*greater dispel magic, mass suggestion* (DC 31), *true seeing*
5th (8/day)—*break enchantment, dominate person* (DC 30), *Mordenkainen's private sanctum, teleport*
4th (8/day)—*charm monster* (DC 29), *confusion* (DC 29), *dimension door, scrying*
3rd (8/day)—*dispel magic, hold person* (DC 28), *suggestion* (DC 28), *vampiric touch*
2nd (9/day)—*command undead* (DC 21), *invisibility, knock, scorching ray, touch of idiocy*
1st (9/day)—*charm person* (DC 26), *enlarge person, expeditious retreat, magic missile, ray of enfeeblement*
0 (6/day)—*arcane mark, daze* (DC 25), *detect magic, detect poison, ghost sounds, mage hand, message, prestidigitation, ray of frost*
Spell-Like Abilities (CL 21st)
4/day: *dominate person* (DC 30)

Abilities Str 11, Dex 16, Con 16, Int 16, Wis 16, Cha 29
SQ change shape, detect thoughts, high arcana (arcane reach, mastery of counterspelling, mastery of elements, and spell-like ability)
Feats Epic Spell Focus (enchantment), Greater Spell Focus (enchantment), Heighten Spell, Negotiator, Persuasive, Silent Spell, Spell Focus (enchantment), Still Spell
Skills Appraise +10, Bluff +35, Concentration +15, Diplomacy +32, Disguise +23 (+25 acting), Gather Information +13, Intimidate +23, Knowledge (arcana) +14, Knowledge (history) +8, Knowledge (local) +8, Knowledge (nobility) +8, Knowledge (the planes) +8, Knowledge (religion) +8, Listen +13, Sense Motive +15, Speak Language (Draconic, Dwarven, Elven, Goblin, Orc, Riedran), Spellcraft +15, Spot +13, Use Magic Device +19
Possessions combat gear, *bracers of armor +8, cloak of charisma +6, glove of storing, mask of the misplaced aura, pendant of mystic warning, ring of blinking, ring of regeneration*

Prakhutu (Su): Kashtarhak has permanent telepathic bonds to three of his claw servants. As a prakhutu, he may use *commune* once per day (CL 21st).

The Overlords

The rakshasa rajahs are spirits of immense power, second only to the progenitor dragons themselves. They are not deities. Often as powerful as such beings found in other settings, many possess abilities that mimic those of deities. The release of an Overlord is an event that should pose a threat to an entire nation and if the full host of rajahs was released, the world itself would be endangered.

Overlords possess 20 outsider Hit Dice and 30–50 character levels. Most are sorcerers, fighters, or rogues, but any combination of classes is possible. All Overlords possess the following abilities:

Rajah Traits: The senses of the Overlord have an effective range of 7 miles. It can see perfectly in darkness of any kind, even that created by *deeper darkness* or a similar spell. A rajah can communicate with any creature that has a language, whether using speech or telepathy.

A rajah receives maximum hit points for each Hit Die.

A rajah possesses spell resistance 40 and fast healing 25. A rajah can instantaneously reattach a severed limb by holding it to the stump.

A rajah is an immortal spirit and cannot be destroyed; see the Immortal Spirits sidebar (page 63) for more information.

A rajah receives a +7 infernal bonus to Armor Class, a +20 natural armor bonus, and a deflection bonus equal to its Charisma modifier.

Korliac of the Gray Flame

LE male pit fiend 29 HD

Madness fuels Korliac's terrible power. This madness drove him from his home plane of Fernia in search of knowledge forbidden even to the fiends. Now he serves the Overlord Tul Oreshka, convinced that the rajah guides him on the path that destiny has set for him, a path that will shatter the universe into madness and gray flame. Korliac is most active in Xen'drik, where he might aid explorers when their quest serves the goals of the Lords of Dust or destroy adventurers whose plans pose a threat.

Korliac cannot summon devils. He can use *polymorph* (small or medium humanoid forms only), *fire shield*, and *scorching ray* as spell-like abilities at will (CL 18th). All of his fire abilities produce a ghostly gray flame, which has three special properties: it automatically strikes incorporeal creatures, 50% of the damage dealt is profane damage instead of fire damage, and any creature who takes fire damage—whether from his *fire shield* or *fireball*—must make a DC 19 Will save or be affected by *lesser confusion* (CL 18th).

A rajah receives a +7 infernal bonus on all saving throws, attack rolls, skill checks, ability checks, caster level checks, and turning checks. A rajah can always take 10 on any check, and does not automatically fail on a natural attack roll or saving throw of 1.

All Overlords possess DR 40/magic, along with DR 15/piercing and good. These do not stack, and the Overlord receives the benefit of whichever one is more effective against a particular attack.

An Overlord is immune to ability drain, ability damage, death effects, disease, disintegration, energy drain, mind-affecting effects, paralysis, petrification, poison, sleep, stunning, and any form of involuntary transmutation. An Overlord is immune to acid, cold, and fire damage, and has electrical resistance 30 and sonic resistance 30. Overlords are immune to any standard binding spell, including *binding, imprisonment, repulsion, soul bind, temporal stasis, trap the soul,* and turning or rebuking. Binding an Overlord is the only way to stop it—but it takes more than a simple spell to accomplish this task.

Speed: A Medium Overlord has a base speed of 60 feet. A Large rajah has a speed of 80 feet. A rajah may also use *greater teleport* at will. This is a spell-like ability performed as a 20th-level sorcerer, but the rajah may only transport itself and 700 pounds of material.

Change Form (Su): A rajah can assume any form from Fine to Colossal size, or simply increase or decrease its own size. This is similar to *polymorph*, but the rajah retains the outsider type and use of all of its special attacks and qualities while in another form. The rajah can maintain a form until it chooses a new one. A *true seeing* spell reveals that an assumed form is false, but does not show the true form. This is a supernatural ability that requires a standard action to perform.

Detect Thoughts (Su): An Overlord can continuously detect the thoughts of all creatures around it. This functions as the spell *detect thoughts* (CL 25th; Will save DC 19 + Charisma modifier negates), but affects all creatures within the area. This is a supernatural ability that can be suppressed or resumed as a free action.

Dread Aura (Ex): An Overlord can overwhelm lesser creatures with its mere presence. The Overlord possesses a terrible aura, which extends to a maximum radius of 700 feet. The rajah can activate, deactivate, or change the radius of its aura as a free action. The aura has one of two effects, chosen by the rajah: it either causes all victims within range to become shaken, or it grants allies a +4 morale bonus on attack rolls, saves, and checks while causing enemies to suffer a –4 morale penalty on attack rolls, saves, and checks.

The dread aura is a mind-affecting extraordinary ability, with a saving throw DC equal to 17 + the rajah's Charisma bonus. Any creature that saves is immune to the effect for 24 hours. Otherwise, the effects last as long as the creature remains within the radius of the aura.

Embodiment of Evil (Sp): Rajahs are not deities and do not have portfolios as such. They cannot grant spells, although "worshipers" might gain power from Khyber itself. The Overlords are embodiments of terrible ideas. Select two clerical domains that represent the nature

MORDAKHESH, THE SHADOWSWORD

LE male zakya rakshasa blackguard 10/legendary leader* 5

When demon fought dragon, the rajahs relied on their own raw power to overcome all foes. The legions of lesser fiends required strategists and cunning generals, and Mordakhesh became known as one of the greatest commanders of the first age. Today he serves as the prakhutu of the Rage of War, the Overlord Rak Tulkhesh, and he seeks to free his master by bathing the world in blood.

Mordakhesh is a spider with many webs. He spends his time slowly amassing a barbarian horde in the Demon Wastes, savage warriors who fight under the banner of the black blade; one day he might lead these soldiers into Khorvaire, sweeping into Aundair on a tide of blood. His claws and pawns include soldiers and officers in every army in Khorvaire, and many of the horrors of the Last War were instigated or at least encouraged by his agents. Mordakhesh himself often replaced his claws to oversee particularly brutal massacres. The DM must decide just how far the Shadowsword's reach extends and if any known commanders serve him as agents. As deadly as he is in melee combat, Mordakhesh's greatest weapon is his charisma—and his ability to inspire decent people into performing terrible acts in the name of war.

* Legendary leader is a prestige class detailed in *Heroes of Battle.*

of the spirit. While there are no specific limits, bear in mind that the Overlords are vile and evil spirits. A rajah might be a spirit of Magic and Madness, of Death and Destruction, or of Fire and War. Community, Good, Healing, Protection, and similar domains should never be given to a rajah.

A rajah can use the spells granted by its domains as spell-like abilities. All of these powers are used as a 17th-level caster, and the save DC is 17 + spell level + the rajah's Charisma modifier. It also receives the granted powers of the domain. If the domain ability can be used a limited number of times per day, the rajah may use it seven times. If the power is based on cleric level, the rajah is considered to be a 7th-level cleric (unless it actually possesses higher cleric class levels).

In addition, a rajah possesses special powers related to its infernal nature. For example, the Rajah Sul Khatesh is Overlord of secret knowledge and possesses the powers of terrible vision, know secrets, instant counterspelling, and mystical force.

Remote Sensing and Communication: A handful of the ancient citadels of the Age of Demons are still standing, such as Ashtakala. As a standard action, a rajah can extend its senses to cover a 7-mile radius around one of these locations. It can also observe any of the rakshasas devoted to its cause, or any location in which its name or title is spoken, for up to an hour after it is mentioned. It can telepathically communicate with any creature it is observing regardless of language. A rajah can maintain up to five separate conversations and observations in addition to being aware of its personal surroundings.

The Keeper of Secrets

Aundair is a land of wisdom and magic, but terrible things are hidden beneath its soil. A rakshasa rajah is buried deep beneath the floating towers of Arcanix, hidden under tons of rock and held in bondage by the Silver Flame. Her name is Sul Khatesh, but she is more commonly known as the Keeper of Secrets, for she knows more about dark and arcane matters than any mortal could comprehend. For now, she slumbers. She can prove a threat, however, even while sleeping. Occasionally, she touches mortal minds in her dreams, and some of the greatest mystical innovations of the Arcane Congress might have been inspired by the whispering words of Sul Khatesh. Few of those inspired by this ancient muse understand what they are dealing with, and her gifts might bring madness or unforeseen disaster. Mordain the Fleshweaver might have been driven to darkness by her words, and she could bring even greater horror to Aundair in the wake of the war.

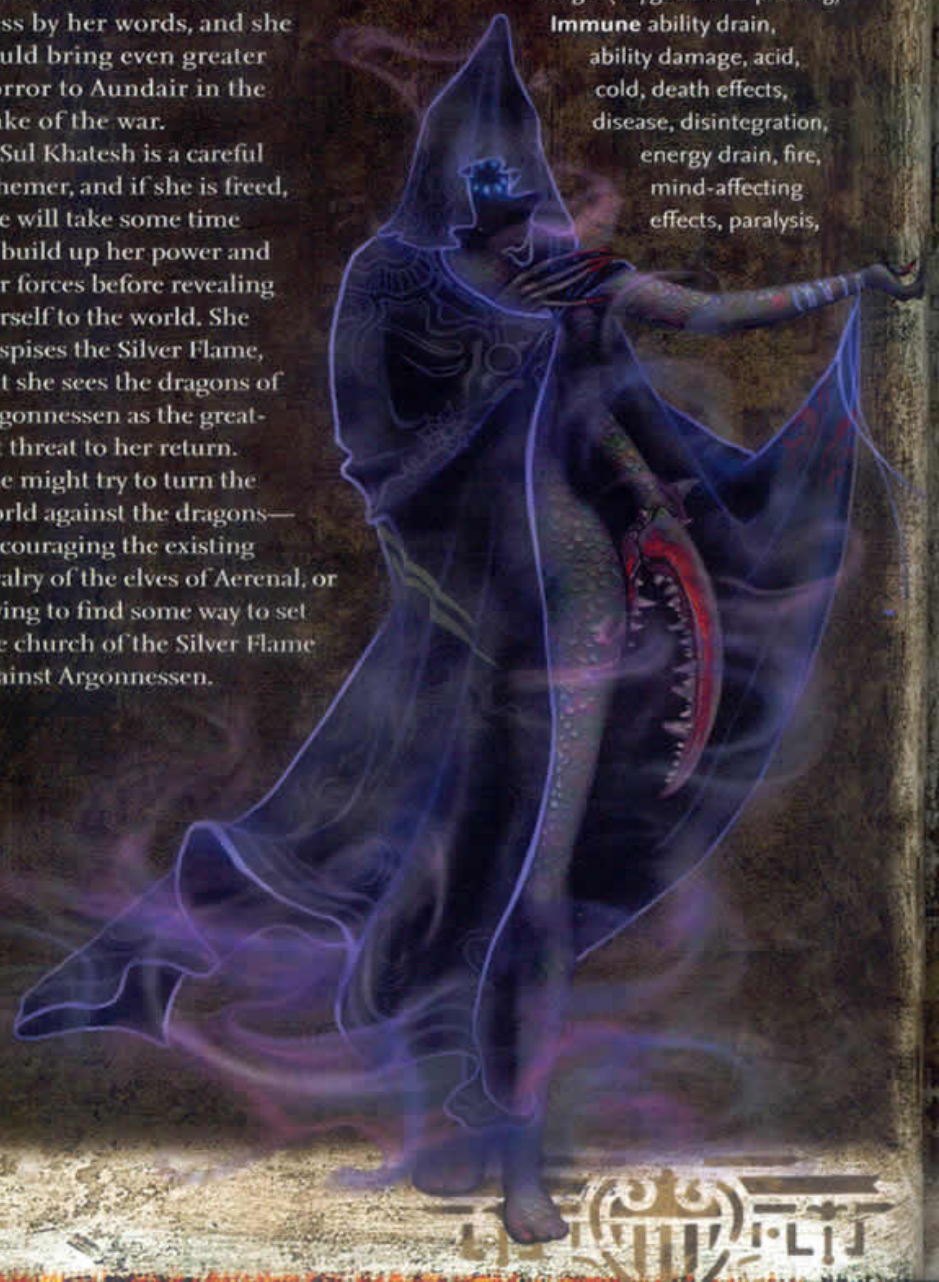
Sul Khatesh is a careful schemer, and if she is freed, she will take some time to build up her power and her forces before revealing herself to the world. She despises the Silver Flame, but she sees the dragons of Argonnessen as the greatest threat to her return. She might try to turn the world against the dragons—encouraging the existing rivalry of the elves of Aerenal, or trying to find some way to set the church of the Silver Flame against Argonnessen.

Sul Khatesh can assume any form, but in her favored shape she is a 12-foot-tall humanoid figure draped in a flowing, hooded robe formed of shadow. Mist clings to her, and while this does not actually provide her with concealment, it completely hides her features: she is a creature of solid shadow.

SUL KHATESH, THE KEEPER OF SECRETS

Female Overlord wizard 36/archmage 4
LE Large outsider (lawful, evil, native)
Init +9; **Senses** darkvision 60 ft., remote sensing; Spot +80, Listen +80
Aura dread aura (DC 32)
Languages All

AC 55, touch 37, flat-footed 51
hp 740 (60 HD); fast healing 25; **DR** 40/magic (15/good and piercing)
Immune ability drain, ability damage, acid, cold, death effects, disease, disintegration, energy drain, fire, mind-affecting effects, paralysis,



petrification, poison, sleep, stunning
Resist electricity 30, sonic 30
Fort +44, **Ref** +44, **Will** +53

Spd 80 ft. (16 squares)
Melee *staff of forgotten secrets* +58/+53/+48/+43 (1d8+15)
Space 10 ft.; **Reach** 10 ft.
Base Atk +40; **Grp** +51
Special Actions instant counterspelling, mystic force
Spells (CL 40th, 1d20+40 to overcome SR) Due to Mystical Force, Sul Khatesh has access to all standard wizard and sorcerer spells and can cast them spontaneously. The DC for spell effects is 25 + spell level. Wizard spells per day (4/8/8/8/8/7/6/6/6/6/3/3/2/2/2/2)

Abilities Str 25, Dex 28, Con 25, Int 40, Wis 30, Cha 36
SQ change shape, embodiment of evil, high arcane (arcane reach, mastery of counterspelling, mastery of elements, and mastery of shaping), know secrets, rajah traits, remote sensing and communication
Feats Automatic Quicken Spell (0–6th) (2), Craft Epic Wondrous Item, Craft Magic Arms and Armor, Craft Staff, Craft Wondrous Item, Empower Spell, Enhance Spell, Enlarge Spell, Epic Spellcasting, Eschew Materials, Extend Spell, Heighten Spell, Ignore Material Components, Improved Combat Casting, Improved Counterspell, Improved Heighten Spell, Improved Metamagic, Jack of All Trades, Maximize Spell, Multispell (2), Nonlethal Substitution, Persistent Spell, Quicken Spell, Scribe Epic Scroll, Scribe Scroll[B], Silent Spell, Spell Opportunity, Still Spell, Widen Spell. Many of these feats can be found in the *Epic Level Handbook*.
Skills Appraise +60, Bluff +43, Concentration +60, Decipher Script +80, Diplomacy +49, Disguise +43 (+45 acting), Gather Information +65, Intimidate +45, Knowledge (arcana) +85, Knowledge (architecture and engineering) +80, Knowledge (dungeoneering) +80, Knowledge (geography) +80, Knowledge (history) +80, Knowledge (local) +85, Knowledge (nature) +85, Knowledge (nobility and royalty) +85, Knowledge (religion) +85, Knowledge (the planes) +85, Listen +80, Search +85, Sense Motive +80, Spellcraft +85, Spot +80, Use Magic Device +28
Possessions *staff of forgotten secrets*

Embodiment of Evil: Sul Khatesh possesses the Magic and Knowledge domains. She may use all of the spells from these domains as spell-like abilities, as a 17th-level caster. The save DC is 32 + spell level. When using *imbue with spell ability*, she can implant wizard spells. However, she must use one of her 4th-level wizard spell slots to maintain the ability.
Instant Counterspelling (Ex): When a spell is cast in Sul Khatesh's line of sight, she may counterspell it as a free action, provided that she has an appropriate spell slot available and makes the required Spellcraft check.
Know Secrets (Su): Sul Khatesh can learn a creature or object's entire history (including any embarrassing or vital secrets it might know) just by looking at it. This ability is similar to the *legend lore* spell, except that it delivers instant results and the subject is allowed a DC 28 Will save to avoid the effect.
Mystical Force (Ex): Sul Khatesh is a primal force of magic. She possesses the following powers:

- She has access to all of the spells on the Sorcerer/Wizard spell list in the *Player's Handbook*, and may have access to additional arcane spells at the DM's discretion (including epic level spells).

THELESTES, THE VELVET BLADE

CE female succubus fighter 4/rogue 2/assassin 10

Thelestes embodies murder and death, wielding powers far beyond those of her sister succubi. She came to Eberron twenty thousand years ago, fleeing a bitter feud with the ultraloth lords of Mabar, and once the rajahs are freed she intends to wreak her revenge on the realm of darkness. Her first loyalty is to Eldrantulku the Oathbreaker and his prakhutu Kashtarhak, but Thelestes might lend her skills to the schemes of any of the councilors. She also maintains identities in House Phiarlan, House Thuranni, and many smaller crime guilds, as she takes pleasure in watching mortal corruption and death. While she usually eliminates her targets with a deathblow from a small weapon, she possesses great skill with the spiked chain and turns to using that vicious weapon in an extended combat.

Thelestes cannot summon demons. However, in addition to her other spell-like abilities, she can use *call weaponry** and *invisibility* at will (CL 12th). When she uses *call weaponry*, her weapons have a +3 enhancement bonus on attack and damage rolls and are considered to be evil for purposes of bypassing damage reduction.

* *Call weaponry* is a psionic power detailed in the *Expanded Psionic Handbook*.

- She may cast any spells that she knows spontaneously, and may apply metamagic feats without increasing the time of casting.
- She has no need of a spellbook, and regains her spell slots automatically every 24 hours, with no need of rest.
- She does not incur attacks of opportunity for casting spells when threatened.
- She can cast spells with an effective spell level of up to 15th.
- Finally, her power is so great that she can overpower and destroy *antimagic fields*. If Sul Khatesh attempts to cast a spell in or into an *antimagic field*, she may make an opposed level check against the caster of the field; if she is successful, the *antimagic field* is dispelled.

Terrible Vision (Ex): Sul Khatesh is a force of knowledge, and she sees all things. She gains the benefits of *true seeing* and *greater arcane sight* at all times, and these effects apply to her entire field of vision.

Skills: As the embodiment of terrible secrets, Sul Khatesh is nigh omniscient. Appraise, Decipher Script, Gather Information, Knowledge, Listen, Search, Sense Motive, Spellcraft, and Spot are considered class skills for Sul Khatesh. She may take 20 when using any of these skills, regardless of circumstance and without taking any additional time.

Staff of forgotten secrets: This is a *+5 ghost touch/+5 ghost touch quarterstaff* with two special qualities. Whenever it strikes a subject, the victim is affected by a targeted *greater dispel magic*; in addition, the victim must make a DC 20 Will Save or lose the highest-level arcane spell she has prepared (or one of her highest level arcane spell slots, if she is a spontaneous caster). Determine randomly if more than one spell meets these conditions. The staff automatically shifts size to match Sul Khatesh if she assumes a larger or smaller humanoid form. If it is taken from her, she may summon it to her grasp as a standard action.

CL 25th. Weight 4 lb.

ROOTS OF EVIL

Need a rajah to go with a new Khyber cult or the latest scheme of the Lords of Dust? Here's a few more to work with. These Overlords are imprisoned deep in Khyber, but even bound they can affect the region around their prison. The locations of these prisons are left to the DM. Thus, it's up to you to place the tomb of Rak Tulkhesh beneath the area you want to be torn by never-ending war.

Rak Tulkhesh, the Rage of War

NE male Overlord fighter 15/blackguard 10/cleric 15

Domains: Destruction and War

Rak Tulkhesh embodies the hatred and bloodlust that drives mortals to war. The region above his prison is constantly torn apart by feuds and deadly violence, and just passing over his land turns a man's thoughts to murder. Should Rak Tulkhesh ever be released, riots and wars break out throughout the surrounding country. This blood frenzy might be just as deadly as the rajah's personal power.

Eldrantulku, the Oathbreaker

NE male Overlord rogue 15/sorcerer 15/mindbender* 10

Domains: Corruption (*Book of Vile Darkness*) and Trickery

Eldrantulku is a spirit of discord who turns allies into enemies and lovers into mortal foes. A master deceiver, his title comes from his ability to convince others to break their oaths. He is not a force of war—he corrupts the innocent, using ambition, jealousy, and paranoia as his tools. Like Sul Khatesh, Eldrantulku's release might go unnoticed: he would drift into the background, and cause princes and dragonmarked houses to turn on one another.

* Mindbender is a prestige class presented in *Complete Arcane*.

Tul Oreshka, the Truth in the Darkness

CE female Overlord bard 20/wizard 10/loremaster 10

Domains: Madness and Shadow (*Eberron Campaign Setting*)

Fearsome truths hide in the shadows—the hidden thoughts of those you consider your friends, the terrible deeds of ancestors, the moment of your death. Tul Oreshka embodies these horrible secrets. Her actions are never predictable, and she is as much of a threat to her allies as to her enemies. Anyone who passes by her prison might suffer nightmares or hear terrible things in ghostly whispers, and children born or conceived near her tomb are always insane. Heralded by a wave of madness, her release would shatter the minds of all those who dwell near her tomb.

Katashka the Gatekeeper

LE male Overlord cleric 8/wizard 8/true necromancer* 14

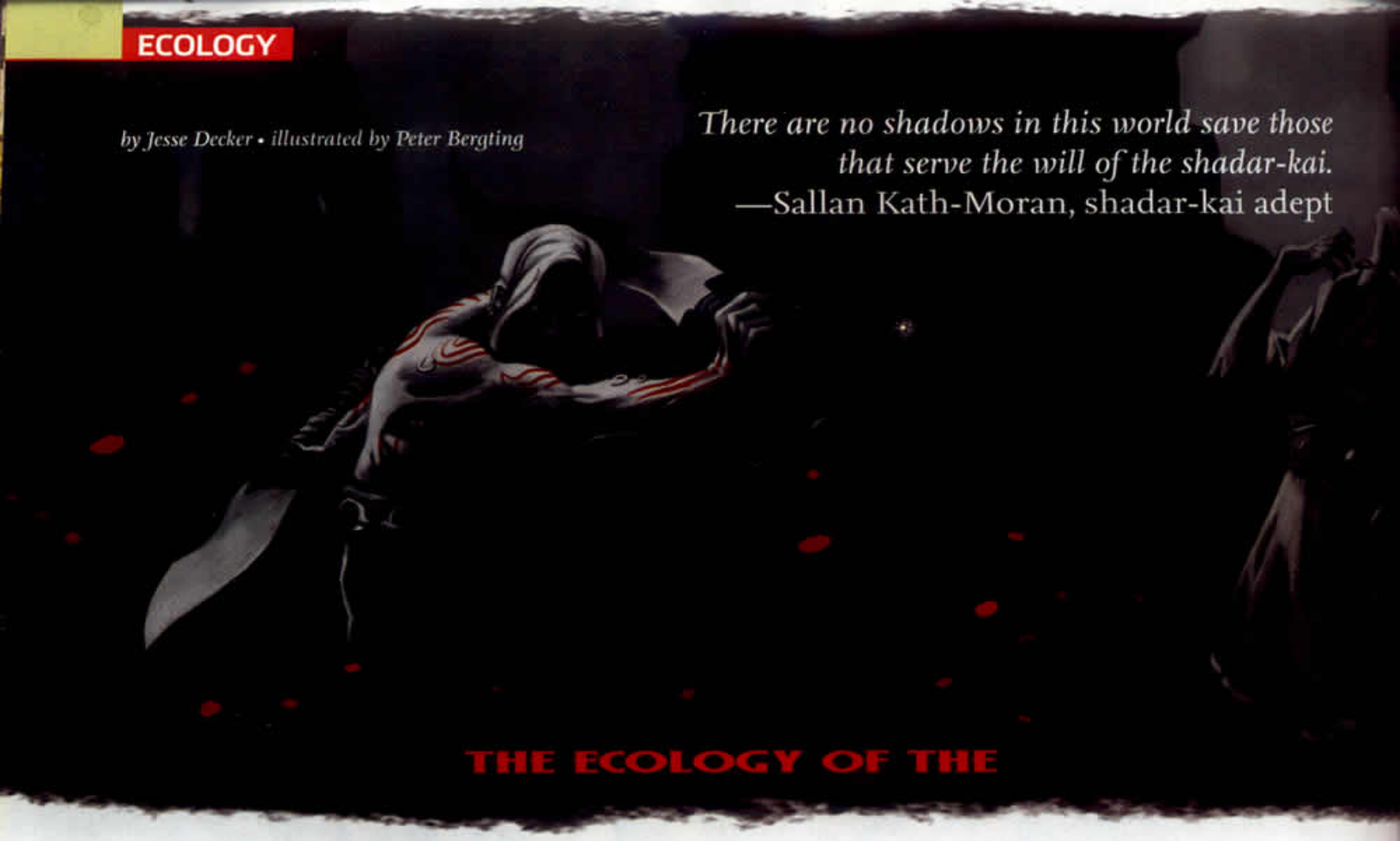
Domains: Deathbound and Undeath (*Libris Mortis*)

Katashka holds the gate between life and death and chooses what passes between the two worlds. The most ancient undead creatures are servants of Katashka; some believe that Katashka created the dracolich that inhabits the Lair of the Keeper in the Age of Demons. An obscure legend says that 3,000 years ago, Katashka escaped his imprisonment by merging his spirit with the body of a human wizard named Kyuss, but this newborn demigod was imprisoned anew before he could bring his full powers to bear. According to the legend, he might yet be freed in a time that will be known as the Age of Worms.

* True necromancer is a prestige class presented in *Libris Mortis*.

by Jesse Decker • illustrated by Peter Bergting

There are no shadows in this world save those that serve the will of the shadar-kai.
—Sallan Kath-Moran, shadar-kai adept



THE ECOLOGY OF THE SHADAR-KAI

Cursed by shadow, the shadar-kai hunt in twilight. They seek revenge for some half-forgotten wrong, emerging to steal power and information then slipping back into the shadows. The shadar-kai, also known as the shadow fey, have a great affinity for subtlety, cruelty, and stealth, yet they also carry a deadly curse, a curse that dooms their souls to a netherworld of shadows. Like many fey, they are bound to nature and despise those who despoil it, but where other fey protect nature for its own sake, the shadar-kai do so that they alone might draw upon nature's wealth and power.

HISTORY OF THE SHADAR-KAI

What joy and light once dwelt within the hearts of the shadar-kai was long ago lost to the shadows of their own history. In the early days of the world the shadar-kai lived as other fey, bound in peace to nature and life. Yet always shadow and shadar-kai were as one, the pale-skinned fey harboring secrets of and influence over the mysterious Plane of Shadows. As eons passed and mortal creatures began to rise in power, the greatest spellcasters of the shadar-kai gazed deep into the swirling, timeless tides of that darkened plane, revealing a prophetic vision of nature pillaged by the mercurial whims of lesser races. The mighty among the shadow fey called for some strike against the races that would one day wreak this destruction, but the shadar-kai were never great in number and they could not through might or guile alone prevent the future they foresaw.

Thus, while their goal to prevent a ruinous future might have seemed innocent, their solution was not. Calling upon their innate intimacies with shadow and potent magical

skills, the shadar-kai sought a way to darken the world.

The legends of the shadar-kai tell of a hundred shadow fey—each a master of ancient magics—joining together to perform a ritual, one that would irreversibly bind the world of mortals and the Plane of Shadow together. From this twilight, their innate bond with shadow and their long-practiced rituals would give the shadow fey mastery over this new environment, allowing them to secure the sanctity of nature as they saw fit.

Yet even the shadar-kai could not see the dangers lurking within the shadow.

As their mighty ritual progressed, the shadow fey stared into the depths of the realm of shadow and learned that they as an entire race would become that place's conduit into their world. Forming a darkened nexus upon the Plane of Shadow, the shadow mages' magics bound the souls of every living shadar-kai to this single point. At the culmination of their great ritual, the very essences of the shadar-kai would drag this shadowy anchor into the Material Plane along with the entire dark realm, joining the two forever.

There were those, however, who opposed the shadow fey. Heroes of this forgotten age, servants of primeval orders, and outsiders guarding what their masters had created sought to stop the shadar-kai and their dark ritual. Through countless shadow fey guardians, these bygone warriors entered the Plane of Shadow and found the cyst the shadar-kai were creating, the nexus of extraplanar darkness bound to the very souls of the shadow fey. At the apex of the shadow mages' ritual the opposing heroes made a great and forgotten sacrifice, interrupting the rite to bind the two realms. The resulting magical backlash was

KNOWLEDGE OF THE SHADAR-KAI

The following table shows the results of a Knowledge (nature) check regarding shadar-kai. Those who study the magic of the natural world, the Plane of Shadow, and the most ancient of histories might possess this information.

Knowledge (nature)	
DC	Result
10	The shadar-kai are evil fey with a strange relationship to shadow and darkness.
15	Shadar-kai are extremely stealthy and skilled at attacking from the shadows. It is their stealth and cruelty rather than physical or magical might that makes them dangerous.
20	An ancient curse draws the souls of the shadar-kai to the Plane of Shadow, where they cannot escape without great magic. They make special devices called gal-ralan to help combat this curse.
25	The shadow curse affects the shadar-kai constantly, making them partially out of touch with the material world. Certain magic and rendering them unconscious can weaken the shadow fey and eventually banish them to the Plane of Shadow.

THE MAGIC OF THE SHADAR-KAI

Since the ritual that brought the shadow curse down upon them, the shadar-kai have struggled to escape its incessant pull, developing a variety of magic—like the gal-ralan—meant to loosen its grip or strengthen their own waning abilities.

Shadowslip

Illusion (Shadow)
Level: Brd 3, Sor/Wiz 3
Components: V, S
Casting Time: 1 standard action
Range: Touch
Targets: Creature touched
Duration: 1 round/level
Saving Throw: Will negates (harmless)
Spell Resistance: Yes (harmless)

Shadows twist and twine about the target, forcing many blows directed against it to go awry. The subject of this spell benefits from a 20% miss chance as if it had partial concealment.

In addition, any time the creature moves, it can move through the Plane of Shadow rather than through the Material Plane. Moving in this manner slows the creature to half speed, but does not provoke attacks of opportunity. The creature moves only through the fringes of the Plane of Shadow and cannot pass through any barriers or other obstacles on the Material Plane. The creature remains in the Plane of Shadow only while moving and returns fully to the Material Plane at the end of each move action.

Special: Shadar-kai under the effects of a *shadowslip* spell do not suffer the effects of the shadow curse. While any negative levels they had gained as a result of the curse previous to casting this spell still affect them, they cannot gain further negative levels from the shadow curse for the duration of the spell.

Shadowlight Oil

Shadowlight oil is a slow-burning oil that contains some small touch of the Plane of Shadow and can be burnt in any regular lantern. A lantern filled with shadowlight oil does not provide bright illumination over any area, but instead provides double the area of shadowy illumination that a lantern burning normal oil would. The table below summarizes the effects of shadowlight oil in normal lanterns.

Lantern	Bright	Shadowy	Duration
Common	n/a	60 ft.	6 hr./pint
Bullseye	n/a	240-ft. cone	6 hr./pint
Hooded	n/a	120 ft.	6 hr./pint

One pint of shadowlight oil weighs 1 pound, costs 5 gp, and requires a DC 25 Craft (alchemy) check to create.

titanic, scattering and killing countless shadar-kai and scouring both planes of any evidence of the sinister shadar-kai mages and the mortal realm's champions.

While the eternal twilight of the Plane of Shadow remained apart from the mortal realm, what ties the shadar-kai had forged could not be undone, only altered. The shadowy chains bound to the souls of the shadar-kai reversed their pull, dragging their very essences into the realm they had hoped to enslave, forever corrupting the bond into the dreadful shadow curse.

Today, their homes decaying and empty as their populations are claimed by a darkened netherworld, the shadow fey obsess over their past folly and failure. Turning crueler with each generation, the shadar-kai have largely become a race of scavengers and unrepentant murderers, all desperately searching for some means to keep their souls from the shadow's grasp.

PHYSIOLOGY OF THE SHADAR-KAI

Shadar-kai stand slightly taller than the average human and move with a speed and grace that few mortals can hope to match. The slender shadow fey weigh about 10 pounds lighter than humans of equal height and their long limbs are swift and flexible rather than delicate. The shadar-kai have extremely keen vision, allowing them to see twice as far through shadow or weak light as even the most keen-sighted elves. Being fey creatures, shadar-kai have incredibly long life spans, possibly even bordering on immortality. Although no—or extremely few—shadar-kai still live who remember the time when the shadow curse was bestowed upon their race, there are many who heard the ancient tale from their ancestors first hand.

Darkness is always with the shadar-kai and their bond with the twilight is easy to see. Shadows seem to bend to conceal the soft movements of the pale fey and with the slightest effort they can wrap this shade around them. This almost physical manipulation of shadow allows the shadar-kai to be seen only when they wish, and even the most wary sentries have failed to notice groups of shadar-kai slipping by in the darkness.

Yet, despite their control over darkness, every shadar-kai lives in fear of the debilitating shadow curse and the ghostly Plane of Shadow. As muted visions and dulled sensations pervade the realm of shadow, the shadar-kai have found that vivid and sharp sensations serve as precious handholds to the Material Plane. While moments of ecstasy and joy might serve their needs, the embittered mindset of the shadow

SHADAR-KAI ON THE PLANE OF SHADOW

Only a small population of shadar-kai actually exists on the Material Plane, the vast majority having been drawn to the Plane of Shadow over the centuries. While shadow fey regain lost levels and abilities upon submitting to the shadow curse, this is of small comfort. Being fey, shadar-kai are creatures of the Material Plane, specifically bound by nature to the world they dwelled upon. Separation from this home is an endless torment and all shadow fey feel like devoted guards forcibly separated from their posts, ever awaiting news of some calamity they've lost all opportunity to oppose.

The shadar-kai of the Plane of Shadow are more subdued than their brethren who still struggle upon the Material Plane. While some still toil to find a way back to their natural homes, most have submitted to a kind of race-wide despair. Living either as crazed brigands or despairing vagabonds in the shadowy doubles of their ruined cities, no passion, happiness, or hope fills the lives of these fallen fey. While these shadar-kai no longer scar and torture themselves, their hatred of all humanoid races is even greater than that of those on the Material Plane, and travelers through their shadowy domains are mercilessly hunted and gruesomely punished. The merest suggestion of a way back to the Material Plane, however, results in the immediate attention—even subservience—of the shadow fey, although those who make and fail to follow through on such claims meet lengthy and unimaginably agonizing ends.

fey makes extreme pain one of the most useful tools for keeping their souls anchored to the mortal realm. As such, shadar-kai regularly scar themselves with deep and complex tattoos, pierce their bodies with hoops and nails, and cut their flesh with blades of cold iron—the bane of all fey. The last of the shadow mages have even invented wearable torture devices called gal-ralans, excruciating cold iron armlets enchanted to further aid their struggle to remain on this world (see page 151 of the *Fiend Folio*).

Shadar-kai hunt and eat much as many humanoids do. With their bodies numbed by the touch of shadow, they seek out the strongest flavors and tastes they can find. Even the most powerful spices seem bland and distant to the shadow fey, though, and few take to food with any joy. For shadar-kai, eating is but another reminder that they will someday be drawn into shadow.

PSYCHOLOGY AND SOCIETY OF THE SHADAR-KAI

The shadow fey were never great in number, raising only a handful of small hidden cites even at the height of their numbers. Once the shadow curse took hold the shadar-kai's sparsely populated holdings began to empty and decay. Now, what shadar-kai redoubts remain are elegant half ruined dwellings cut into the sides of shadowy cliffs and slender towers rising beneath the densest forest canopies, home only to the oldest and most crazed shadow fey.

In the centuries since the fall of their homes, the shadar-kai have lived on the fringes of other societies, clustered in small groups and cabals, often led by skilled shadow mages. These groups of spies, assassins, and the occasional spellcasters haunt the shadows, hunting for any means of escaping the shadow curse. Rarely numbering more than fifty members, they steal what they need to survive, eagerly attacking any humanoids they encounter along the way.

ADVANCED SHADAR-KAI

Desperate to make the most of their dwindling numbers, shadar-kai frequently train as assassins, rogues, and deadly shadow dancers. The most cunning of shadar-kai society take up the mantle of the shadow mage, wizards skilled in the arts of illusion and darkness. Some even adopt the shadow adept (see *Player's Guide to Faerûn*), daggerspell mage, or shadowmind prestige classes (both from the *Complete Adventurer*), giving them far greater control over darkness and their enemies' perceptions.

SHADOW MAGE AGAZTRE CR 8

Male shadar-kai wizard 7
NE Medium fey (Extraplanar)
Fiend Folio 150
Init +3; **Senses** superior low-light vision; Listen +11, Spot +11
Languages Common, Draconic, Elven, Infernal, Sylvan, Undercommon

AC 14, touch 13, flat-footed 11
hp 28 (10 HD)
Fort +6, **Ref** +11, **Will** +12; +2 bonus on all saves against death effects, energy drains, and the shadow curse

Spd 30 ft. (6 squares)
Melee +1 *kukri* +8 (1d4/18–20 + large scorpion venom)
Base Atk +4; **Grp** +3
Special Attack sneak attack +1d6
Combat Gear *wand of magic missiles* (3rd, 22 charges)
Spells Prepared (CL 7th, ranged touch +8):
4th—*shadow conjuration* (DC 18)
3rd—*haste, keen edge, shadowslip*
2nd—*darkness, mirror image,* silent *magic missile, Tasha's hideous laughter* (DC 15)
1st—*disguise self, mage armor, shield, ray of enfeeblement* (DC 14), *ventriloquism*
0—*daze* (DC 13), *ghost sound, mage hand, prestidigitation*
Spellbook all prepared spells; 0—all; 1st—*cause fear, grease, identify, unseen servant, shield, sleep;* 2nd—*blur, minor image, scare, sound burst, web;* 3rd—*invisibility sphere, major image;* 4th—*phantasmal killer*

Abilities Str 8, Dex 16, Con 10, Int 16, Wis 12, Cha 12
SQ hide in plain sight, shadow curse, summon familiar (Azae)
Feats Alertness, Craft Wondrous Item, Dodge, Exotic Weapon Proficiency (kukri), Exotic Weapon Proficiency (spiked chain)[B], Scribe Scroll, Silent Spell, Spell Focus (illusion), Weapon Finesse
Skills Craft (alchemy) +11, Hide +13 (+23 in dark or shadowy conditions), Knowledge (arcana) +13, Knowledge (dungeoneering) +9, Knowledge (history) +9, Knowledge (the planes) +13, Listen +14, Move Silently +13 Search +11, Spellcraft +13, Spot +11, Survival +5 (+7 following tracks), Tumble +9
Possessions +1 *kukri, amulet of natural armor +1, +2 gal-ralan,* hooded lantern, 2 doses large scorpion venom (one on kukri, see page 297 of the DUNGEON MASTER'S *Guide*), 2 pints of shadowlight oil, spellbook, spell components
Azae, bat familiar: 1 hp, *Monster Manual* 268.

Despite the bloodthirstiness they indulge upon others, shadow fey bands are savagely loyal to one another, like traumatized siblings clinging to their orphaned brethren. Passions run deep between shadar-kai, but the heights of tenderness this might manifest as in some races instead gives rise to masochistic relationships, sometimes between merely two individuals but just as likely incorporating an entire band. These affairs culminate in agonizing orgies of tattooing, piercing, scarification, and mutilation. Yet, despite their painful nature, these trysts prove just as

Gal-Ralan

intimate and cherished to the shadar-kai as do the romances of other races.

As passionately as shadar-kai guard one another, centuries of loss and festering anger have left the shadar-kai intent on taking revenge on the civilized races that drove them to their doom. That the shadar-kai brought the shadow curse upon themselves is of little import to the cunning hunters and devious adepts of the shadow fey. It was the pain of nature giving way to younger races that caused the shadar-kai to seek aid in shadow and it is those younger races that the shadar-kai blame for their curse.

Regardless of their lack of race-wide organization, the shadow fey have universally adopted the spiked chain as their weapon of choice. Both a tool and a symbol of their wrathful crusade against the younger races, the shadar-kai delight in the spiked chain's versatility to mete out a variety of painful deaths, from brutal strangulations to slowly carved mutilations. As such, all shadow fey are skilled in the use of these weapons.

Enemies and Allies of the Shadar-kai

As a result of their attempt to radically alter the natural world, even if just to protect it, shadar-kai are not well liked by other fey. While the shadar-kai still respect and honor their people and their courts, the shadow fey have been disowned from the hearts and minds of their brethren. As such, the shadar-kai have little to do with other fey, instead utilizing a wide variety of other shadowy creatures in their plots.

While shadow mastiffs most commonly appear alongside shadar-kai hunters, shadow asps (see *the Fiend Folio*) and creatures with the shadow template (see the *Manual of the Planes*) might also be trained to serve the shadow fey. Powerful shadow creatures, like darkweavers (see the *Fiend Folio*), shadow dragons (see the *Draconomicon*), and shadow fiends (see the *Book of Vile Darkness*, mature audience only) have also been known to bend shadow fey to their whims, at least for a time. Shadar-kai ally with humanoids only when it serves some greater purpose or to eventually betray and steal from them.

Of all the fey, only the murderous redcaps (see the *Monster Manual III*) willingly have dealings with the shadar-kai, but only out of their wild bloodlust and not out of any sense of kinship. Embodiments of rage and natural bloodletting, redcaps eagerly indulge the shadow fey's fall into frustration and revenge. Sadistic voyeurs, redcaps flock to groups of shadar-kai, opportunistically hoping to bathe themselves in the vengeful ways of shadow fey warriors.

Despite their overlapping tactics and abilities, dark ones (see the *Fiend Folio* and "The Ecology of the Dark One" in DRAGON #322) and shadar-kai share a violent hatred of one another. While the dark ones revile the shadow fey out of jealousy and their isolationist tendencies, the shadar-kai seem to hold a deeper grudge. Some researchers speculate that this hatred perhaps ties to some new shadar-kai revelation of the future or the dark ones' own inscrutable connection to the Plane of Shadow. Others, however, hold that the dark ones' mysterious history might lie with the ancient mortal heroes who thwarted the shadar-kai adepts' dark ritual so long ago and that a potent racial enmity remains.

Shadar-kai Tactics

As skilled as they are stealthy, many of a shadow fey's opponents never even see their attacker, at least not until they're restrained for a protracted and agonizing revenge.

Advanced Ambushers: Both cunning and stealthy, the shadar-kai use their hide in plain sight ability to launch surprise attacks whenever possible, appearing and sneak attacking only to melt into the shadows. The shadar-kai regularly repeat this tactic, dropping foes one by one over the course of multiple ambush encounters, each lasting little more than a single round. Such ambushes most commonly occur in shadowy surroundings as shadar-kai gain a significant bonus to hiding in such areas.

Cursed Combatants: Above all things, shadar-kai fear the shadow curse. Forced to make DC 15 Will saves or suffer negative levels whenever they are stunned, dazed, staggered, or unconscious, shadow fey adepts constantly seek out spells like *owl's wisdom* and magic items like *cloaks of resistance, periapts of Wisdom*, various *ioun stones*, and similar saving-throw augmenting and Wisdom-bolstering magics. Shadar-kai swiftly flee from opponents, making use of spells such as *daze, sound burst*, or *word of chaos* that capitalize upon this failing.

AGE OF WORMS

by Erik Mona • illustrated by Eva Widermann

Wormfood

Surviving the Age of Worms Adventure Path

Bazaars of the Bizarre: Buying Magic in the Free City

The Whispering Cairn has been plundered of its ancient treasure. The pallid corpse of the Faceless One lies in a pool of his own blood deep beneath the Dourstone Mine. Sordid, stinking Diamond Lake is three days to the east, and the party has just arrived at the fabulous Free City, metropolis of wizards and thieves, flush with cash and loaded with the gear of their slain enemies. Naturally, everyone wants some new magic items.

The "Free City," a central hub of the Age of Worms Adventure Path currently being published in DUNGEON, is meant to be a "catch all" metropolis that can be easily converted to the campaign setting of your choice. In FORGOTTEN REALMS campaigns, the Free City is Waterdeep, fully detailed in *City of Splendors: Waterdeep*. In EBERRON it's Sharn, detailed in the hardcover of the same name. Traditionalists will find that the Free City bears a strong resemblance to the Free City of Greyhawk, last detailed in *Greyhawk: The Adventure Begins*. But since most D&D players prefer to use their own settings, the Free City is also a stand-in for whatever town it needs to be, including one of the DM's own design.

More than 70,000 souls call the Free City home, giving it a 100,000 gp limit, as outlined on page 137 of the *DUNGEON MASTER'S Guide*. You won't be able to pick up a *cubic gate* or a *helm of brilliance* in the city's markets, but just about everything else can be had for the right price, provided you know where to look.

THE MAGIC SHOP

The easiest way to handle magic item purchases in the Age of Worms or any D&D campaign is to provide a "one-stop shop" for all of the party's adventuring needs. In the Free City, this is Maldin and Elenderi's, an ominous, windowless two-story structure of massive black basalt blocks situated near the city's Low Market, in a district packed with the shops and stalls of countless artisans. Local legend holds that both middle-aged men are powerful wizards, but the pair has no truck with the city's prestigious Guild of Wizardry, and they are rarely seen in public. Most customers instead encounter their chief henchman, an addled old magus named **Elbrak** (N male human wizard 10), who mans the showroom from dawn to dusk each day.

Maldin's offers specially treated scroll parchment, blank spellbooks, and a wide selection of spell components, including power components (see *DRAGON* #317 and page 36 of the *DUNGEON MASTER'S Guide*). These day-to-day supplies account for most of the store's business, but virtually every mystic and adventurer in the city knows that for the right price, Maldin and Elenderi can supply just about any magic item known to the annals of arcana.

This depth of selection comes at significant cost, in part due to special concessions paid out to rival artificers in the Guild of Wizardry. Customers must accordingly add a 20% fee to each transaction, and while old Elbrak makes a convincing victim of acute senility, he's vorpal sharp when it comes to negotiating prices. Maldin's offers no discounts on any goods, ever. Items generally arrive within a week of their order.

No one outside the staff knows where the requested items come from. Embittered former patrons whisper

of a chamber on the building's second floor with doors that lead to the unknowable markets of the Outer Planes, while others suggest that Maldin and Elenderi craft the items themselves without ever leaving the shop. Cynics have even suggested that the "archmages" are illusory, and that Elbrak himself runs the show.

Powerful magic prevents scrying or teleportation into the shop, and thieves soon find themselves in the hands of the city watch. While old Elbrak might fall to a greedy PC, the very real Maldin and Elenderi are considerably hardier, and considerably more resourceful.

OTHER OPTIONS

The following list provides a broad overview of additional sources for magical equipment in and around the Free City. The DM is encouraged to expand upon this list as she sees fit.

NATURAL ITEMS

North of the Low Market, the city sprawls up the banks of a low hillock toward a massive wall enclosing the manicured yards of the Free City's elite. In the western corner of this so-called Garden Quarter is a beautiful ruin known as Traveling Oak, a once resplendent manor now overgrown with riotously colorful weeds and plants. Bands of young clerics of Ehlonna flock to the villa, much to the chagrin of high-society neighbors.

The complaints of the idle rich find no sympathy with the city's Directing Oligarchy, who cannot move against Traveling Oak for fear of upsetting its primary inhabitant, a reclusive dryad "princess" known as the **Lonesome Bride** (CG female dryad druid 12). The Bride seldom leaves her estate, but draws significant crowds to her abode from the ranks of natural folk who distrust the cloying urban environment of the Free City. Rumors suggest that natural items of all types (salves, unguents, roots, *Quall's feather tokens*, *cloaks of elvenkind*, and so on) can be purchased directly from the Bride, but those wishing for an audience must first make a sufficient display of wealth to her seneschal, a lascivious satyr named **Merovee** (CN male satyr rogue 6) who compulsively chews on gristly turkey legs like an alcoholic pulls from his flask.

Those who impress wily Merovee gain access to the crumbling manor's expansive courtyard, a 300-ft.-radius glade that seems both delicately manicured and dangerously overgrown at the same time. The courtyard is a place of signing birds and frolicking fey wholly unlike the manor's outer yard. The bright sun or gibbous moon high above bear little relation to those seen by the rest of the city, and everywhere is an almost unsettling, alien beauty.

CORE TEMPLES IN THE FREE CITY

The local temple of a favorite nonevil god is a great place to catch up on devotions, stock up on holy water and potions, or get an unlucky friend brought back from the dead. The following table lists all of the core pantheon faiths with temples in the Free City, as well as each temple's high cleric, who is usually the highest-level cleric associated with the temple. Dozens of temples dedicated to lesser-known (and even evil) faiths exist on and below the streets of the Free City, but these places of wonderment are beyond the scope of this article.

Deity	High Cleric
Boccob	Ravel Dasinder (N male human cleric 18)
Corellon Larethian	Narcoriel (CG male elf cleric 12)
Ehlonna	Zaola Starbreak (NG female half-elf cleric 8)
Fharlanghn	Adari Farwander (N male gnome cleric 7)
Garl Glittergold	Gurnri Gallaway (N male gnome bard 3/cleric 8)
Heironeous	Jaikor Demien (LG male human fighter 5/cleric 10)
Moradin	Uller Vandagardt (LG male dwarf cleric 7)
Obad-Hai	Gallus Dansk (N male human cleric 10)
Olidammara	Alsi Svenits (CN female human bard 4/cleric 9)
Pelor	High Matriarch Sarana (NG female human cleric 15)
St. Cuthbert	Eritai Kaan-Ipzirel (LN female human cleric 12)
Wee Jas	Alamander (LN male human cleric 9)
Yondalla	Grellis Mayweather (LG female halfling cleric 10)

Outsiders sympathetic to the natural world are invited to stay and enjoy the hospitality of their gracious host, whose bonded tree, a lonely old oak, stands in a small clearing at the center of the courtyard.

Though friendly, the Bride maintains a distant demeanor, as if she is constantly beset by a deep depression that cannot be fully masked by smiles and kindness. No one really understands why she needs the coin she charges for her artifice and magic services, but the political elite of the Free City suggest that she is a diplomatic agent for the sylvan interests of a great deciduous forest several days to the southwest. The canniest know that the Lonesome Bride's courtyard is in fact a pocket demiplane, and that the envoy risks sickness and death every time she leaves to conduct business in the city at large.

POISON

In the heart of the Low Market, nestled between a boisterous fishmonger and a popular puppet theater, is the colorful wooden wagon of **Vassago Marchosias** (LE male human rogue 7), a gypsy riverman who leads a troupe of six female acrobats. The women's gyrations draw attention to the rambunctious, vibrantly dressed mustachioed fellow, who enjoys regaling spectators with imaginary tales of the band's distant travels, embarrassments in the bedchambers of foreign sovereigns, and anything else that might convince onlookers to part with their hard-earned coin.

Word in the nastiest dives of the Free City suggests that there is more to Vassago's caravan than titillating displays and bawdy tales. "Ask old Vassago about his travels to distant Ratik," the bilge rats say, "and he'll show you what he's really selling."

Such a request garners an immediate invitation inside the garish wagon, where Marchosias and his assistants show off a bewildering assortment of toxins from across the continent. In addition to the poisons outlined on page 297 of the *Dungeon Master's Guide*, Marchosias can offer the exotic substances described in the *Book of Vile Darkness* (pages 41–44) and *Forgotten Realms: Serpent Kingdoms* (pages 149–151), subject to the approval of the DM.

SPELLS, POTIONS & SCROLLS

Most potions and scrolls of 5th level and lower can generally be found by anyone willing to rummage through the chaotic stalls of the city's Low Market. Competition within the market keeps prices to the standard outlined in the *Dungeon Master's Guide*, but wise customers often pack a *detect magic* to avoid getting taken in by charlatans, who nearly outnumber the legitimate merchants. Tracking down a specific single-use magic item requires a DC 15 Gather Information check and about 30 minutes of bargain hunting.

WEAPONS & ARMOR

The best weapon markets cluster near the Free City Arena and conduct most of their trade with gladiators and the adventurers who come to watch them die. Standard prices apply, and nearly every item and quality from the *Dungeon Master's Guide* is readily available.

WIZARD WARES

The Free City has a well-deserved reputation for hosting some of the finest wizards and sorcerers in the world thanks in no small part to the city's famed Guild of Wizardry, where adepts from around the continent gather to learn arcane secrets and ancient occult traditions. Membership is 100 gp per year and is open to arcanists of any alignment, race, or nationality. Members gain access to nearly any arcane spell approved by the DM and receive a 10% discount on scroll and spell component costs. Guildmembers not on adventures are expected to pay a 10% tithe to the guild on all proceeds from "for-profit" spellcasting within the city's walls.

Members may purchase virtually any magic item with arcane prerequisites from the "Mage of Exchange," a doughty diviner named **Pateris** (CN male half-elf wizard 14) who delivers ordered goods about a week after they have been requested, usually with a fanciful story of the item's origins.

by Troy E. Taylor • illustrated by Cara Mitten

MAGIC FACE PAINTS

Wild elves of the forests, human barbarians of the hills and deserts, and nomadic halflings of the plains independently developed a new way of bringing magic with them. Often bereft of the abilities to forge, write, or craft precise and delicate instruments, wise elders of primitive tribes honed the practice of adding magic reagents to the dyes and stains they used to adorn the body, crafting the first examples of magic face and body paints.

Face paints use the Craft Wondrous Item feat, but they act in some ways like potions: They are single-use items that offer effects of limited durations. Making the specific paints for each face paint design requires a particular spell or spells. Applying face paint requires a Craft (painting) skill check, made either by the wearer or an ally, while the associated Difficulty Check increases according to the power of the desired magical effect. Failing the Craft check uses up the paint but grants no benefit. Once properly applied, a simple sound or gesture (and willful desire to use it) activates the magic. It takes 10 minutes to apply face paint to a clean face. (The paints cannot be laid on top of one another). The user cannot apply the paints on himself if he has no mirror or other reflective surface. The applied paint remains potent for 24 hours or until its power is triggered.

BADGER PROTECTOR

Painted in an elaborate likeness of a badger's head, the wearer's face bears a sigil of protection on the forehead. Clawing the ground with both hands conjures a dire badger capable of going into rage once it takes damage in combat. The badger protector can carry its caster plus 40 pounds and exists for 5 rounds or until dismissed, when it vanishes in a wisp of smoke.

Trigger: Craft (painting) DC 16; claw the ground with both hands (move action).

Faint conjuration; CL 5th; Craft Wondrous Item, *summon monster III;* Price 675 gp; Weight —.

BLACK ROSES

With the wearer's face coated in red, each cheek bears the black silhouette of a rose with a particularly pronounced thorny stem. A pinprick capable of causing blood to well up (dealing 1 point of nonlethal damage) activates the magic, causing poison thorns to grow from the wearer's body. Anyone who grapples with the wearer takes 1d6 points of damage plus poison (DC 15; initial and secondary 1d4 Strength damage). These thorns last for 1 minute.

Trigger: Craft (painting) DC 20; pinprick (1 point of nontlethal damage, standard action).

Moderate transmutation; CL 9th; Craft Wondrous Item, *poison, wall of thorns;* Price 2,025 gp; Weight —.

BULL'S MIGHT

His face, elbows, and knees painted crimson, a stylized bull's head in black is prominent on the wearer's forehead. Snorting triggers the magic, granting the effects of *bull's strength* for 3 minutes.

Trigger: Craft (painting) DC 14; snorting like a bull (free action).

Faint transmutation; CL 3rd; Craft Wondrous Item, *bull's strength;* Price 270 gp; Weight —.

DASHING CHEETAH

The user's face is painted sandy tan and spotted brown like a cheetah's coat. Simply running in place for a few seconds activates the magic, which improves the user's base speed by +20 feet for 10 minutes.

Trigger: Craft (painting) DC 12; running in place (move action).

Faint transmutation; CL 1st; Craft Wondrous Item, *longstrider;* Price 45 gp; Weight —.

EAGLE'S TALONS

With the entire face painted light blue, each cheek bears the black silhouette of an eagle swooping down, its claws outstretched. Clenching a fist three times activates the magic. When activated, the user's hands become +1 *steel slashing weapons* that cannot be sundered or disarmed (1d6+1 damage [Medium], 1d4+1 damage [Small], 19-20/×2) for 5 minutes.

Trigger: Craft (painting) DC 16; clench and unclench fists three times (move action).

Faint transmutation; CL 5th; Craft Wondrous Item, *greater magic fang;* Price 675 gp; Weight —.

FORESTFOLD

The user's face is painted in camouflage patterns and colors appropriate to the terrain: blues for marine, greens for forests, and browns for deserts. If used in the wrong environment the face paint does not activate and confers no bonus. Momentarily closing the eyes (and willing the face paint to work) activates the magic, granting a +20 bonus on Hide checks, so long as the subject does not move more than 10 feet from the point where he triggered the magic (which then ends the magic). This effect lasts 30 minutes.

Trigger: Craft (painting) DC 14; closing eyes (free action).

Faint transmutation; CL 3rd; Craft Wondrous Item, *invisibility;* Price 270 gp; Weight —.

GLOW OF THE FIREFLIES

A deep blue coating covers the user's face. A crescent moon in yellow over the forehead and an array of yellow fireflies dot the face. Passing one hand in front of the face activates the magic, causing the fireflies to fly off, swarm above the user, and grant him the benefits of a *light* spell centered just above the user's head for 10 minutes.

Trigger: Craft (painting) DC 12; pass hand over face (free action).

Faint evocation; CL 1st; Craft Wondrous Item, *light;* Price 22 gp; Weight —.

HAWKEYE'S SURE SIGHT

The right half of the user's face is painted white, with a ring of blue dots encircling the left eye. Blinking three times in quick succession triggers the magic, granting a +5 bonus on Search and Spot checks and halving penalties based on range for 3 minutes.

Trigger: Craft (painting) DC 14; blink three times (free action).

Faint transmutation; CL 3rd; Craft Wondrous Item, *owl's wisdom;* Price 270 gp; Weight —.

LAST MAN STANDING

Large panels of blue and white adorn the face (either half and half or quartered in a checkerboard pattern). A battlefield whoop or howl activates the magic, which grants the effects of *bear's endurance* for 3 minutes.

Trigger: Craft (painting) DC 14; whoop or howl (free action).

Faint transmutation; CL 3rd; Craft Wondrous Item, *bear's endurance;* Price 270 gp; Weight —.

LEAP OF THE WILD ONES

Painted light green (grasshopper), gray and white (jackrabbit), or light brown (antelope), the desired creature's footprints are drawn in black on the forehead. A high jump activates the magic, which lasts for 1 minute: the grasshopper grants a +10 bonus on Jump checks; the jackrabbit, a +20 bonus; and the antelope, a +30 bonus.

Trigger: Craft (painting) DC 12 (grasshopper), DC 16 (jackrabbit), DC 20 (antelope); high jump (move action).

Faint or moderate transmutation; CL 1st (grasshopper), 5th (jackrabbit), 9th (antelope); Craft Wondrous Item, *jump;* Price 45 gp (grasshopper), 225 gp (jackrabbit), 405 gp (antelope); Weight —.

LEAVE NO SIGN

The user's face, painted light brown, is arrayed with tracks of tiny black footprints. Standing on tiptoes activates the magic, which grants the *pass without trace* spell. As ground is covered, the prints on the face disappear.

Trigger: Craft (painting) DC 17; stand on tiptoes (move action).

Moderate transmutation; CL 5th; Craft Wondrous Item, trackless step class ability; Price 675 gp; Weight —.

MASK THE LIVING

Black paint coats all of the user's visible skin, with a white skeleton painted on top of it. Snapping fingers triggers the magic, granting all benefits of the *hide from undead* spell for 10 minutes.

Trigger: Craft (painting) DC 12; snapping fingers (free action).

Faint abjuration; CL 1st; Craft Wondrous Item, *hide from undead;* Price 45 gp; Weight —.

PROWLING TIGER

The user's face is painted with orange and black tiger stripes. Emitting a long growl triggers the magic, granting the effects of both *cat's grace* and *jump* (+20 on Jump checks) for 3 minutes.

Trigger: Craft (painting) DC 16; long growl (move action).

Faint transmutation; CL 5th; Craft Wondrous Item, *cat's grace, jump;* Price 675 gp; Weight —.

RAM BASH

Painted curved ram horns adorn each side of the user's face. Stamping the ground with the left foot triggers the magic, granting the benefits of the Improved Bull Rush feat, even if the user does not meet the prerequisites. The effect lasts for 10 minutes.

Trigger: Craft (painting) DC 20; stamping the ground (move action).

Faint transmutation; CL 9th; Craft Wondrous Item, *bull's strength, telekinesis;* Price 2,025 gp; Weight —.

SHOUT AT THE STORM

Intricately painted pictures covering the entire face depict severe weather conditions, such as blasting white snow or streaks of blue rain with bolts of lightning. A sharp hand clap activates the effects of *protection from energy* for 10 minutes. You must choose the type of energy when the paint is applied.

Trigger: Craft (painting) DC 16; hand clap (move action).

Faint abjuration; CL 5th; Craft Wondrous Item, *protection from energy;* Price 675 gp; Weight —.

WARPAINT

A simple design, warpaint consists of parallel horizontal red bars. A primal scream activates the magic, granting the wearer the effects of both *haste* and *rage* for 9 rounds.

Trigger: Craft (painting) DC 20; primal scream (standard action).

Moderate transmutation; CL 9th; Craft Wondrous Item, *haste, rage;* Price 2,430 gp; Weight —.

WEBWALKER

An elaborate design of webbing done in white lines covers the user's black-painted face, hands, and feet. Each cheek bears a red hourglass, and the red silhouette of a spider is drawn on the backs of the user's hands and feet. Once he presses together his fingertips, a *web* immediately spell goes off (in a location determined by the wearer within 150 feet) and the wearer gains the ability to *spider climb* (as the spell). Both effects last for 30 minutes.

Trigger: Craft (painting) DC 16; finger tips pressed together (move action).

Faint conjuration; CL 5th; Craft Wondrous Item, *spider climb, web;* Price 675 gp; Weight —.

WHIRLWIND'S ARROW

Her face and hands painted yellow, two red arrows stripe each cheek and a red bull's eye marks the back of each hand. To trigger the magic, the user must spin around in place twice, arms outstretched, pointing with one hand. Once she finishes the spins she unleashes a *magic missile* that deals 1d4+1 points of damage to the pointed at target. A second *magic missile* can be delivered by spinning again and pointing with the other hand.

Trigger: Craft (painting) DC 14, spinning motion (standard action; provokes attacks of opportunity).

Faint evocation; CL 3rd; Craft Wondrous Item, *magic missile;* Price 135 gp; Weight —.

WOLF'S WARINESS

His face painted the gray and white patterns of a wolf, the user bears a black X within a circle on the back of each hand. Clasping hands together activates the magic, granting the user the ability to detect snares and traps, both natural and mechanical (but not magical), as the spell *detect snares and pits,* for a period of 10 minutes. In addition to the normal workings of the spell, you can also detect traps made of metal or other nonorganic materials as well as complex mechanical traps.

Trigger: Craft (painting) DC 16; clasping hands (move action).

Faint divination; CL 5th; Craft Wondrous Item, *detect snares and pits;* Price 675 gp; Weight —.

by Andy Collins • illustrated by Niklas Janssen

OFFICIAL ANSWERS TO YOUR QUESTIONS

This month, the Sage takes on a group of spells generally considered to be the most complicated in all of D&D: the *polymorph* spell chain. Unless stated otherwise, "*polymorph*" refers to all spells of the chain and effects that refer to them. Send the Sage your questions at **sageadvice@paizo.com.**

Can you become advanced versions of creatures with *polymorph* (*Player's Handbook*, page 263), or just the most basic as presented in the *Monster Manual*?

The rules don't explicitly prevent this, but for speed of play (and reasons of sanity) it's entirely reasonable for a DM to disallow any forms other than those detailed in the *Monster Manual* (or other allowed volumes of monsters). If the DM chooses to allow advanced creatures, the player must supply full statistics for the advanced version before play begins. Remember that the Hit Die limit for the various *polymorph* spells still applies (a 7th-level wizard can't use *polymorph* to assume the form of a 10-HD advanced sahuagin).

Can you use *polymorph* to turn into a creature with a template?

Again, the rules don't explicitly prevent thus—and in fact, some creatures whose forms are possible to assume with *shapechange* (such as vampires) only exist as templated creatures—but a player who wants to use this option is responsible for providing full statistics for the templated creature to avoid slowing game play. As always, you must still abide by the rules for the spell in question (for example, an elf wizard can't use *alter self* to become a half-dragon orc, since that's a dragon, not a humanoid).

***Alter self* (*Player's Handbook*, page 197), the base spell in the *polymorph* chain, says that the new form must be within one size category of your normal size. Is the same true of other spells in the chain?**

Not necessarily, although the rules aren't as clear as they could be. *Polymorph*, and any spell that refers back to it (such as *polymorph any object*), allows the new form to be of any size of Fine or greater. *Shapechange* specifically delineates its size limitations (Fine to Colossal), which is a much clearer way of saying the same thing.

What happens to the equipment worn and carried by a character *polymorphed* into another creature capable of wearing and carrying the same gear? What if the new creature's size is different?

Unless stated otherwise, all spells in the *polymorph* chain function as described in the *alter self* spell description, which states that if the new form is capable of wearing or holding the item, it remains worn or held; otherwise it melds into the new form and becomes nonfunctional. A human *polymorphed* into another Medium humanoid-shaped form (such as an elf, grimlock, or bearded devil) can wear or hold all his gear, so it remains in place.

However, this is one of those times when size definitely matters, since your gear doesn't automatically change size as a result of *polymorph* (see earlier question). Assuming the new form has appropriate body locations—for instance, a human *polymorphed* into a troll or a pixie—most of your magic items (rings, cloaks, boots, and other items of magic clothing or jewelry) still fit just fine regardless of your new size (see "Size and Magic Items" on page 213 of the *Dungeon Master's Guide*).

Nonmagical clothing and accoutrements that don't fit the new size meld into the character's body when he is *polymorphed*. (The Sage recommends that DMs err on the side of leniency when determining what the new form can or can't wear.)

Similarly, armor (even magic armor) doesn't resize to fit wearers of different sizes. The human described above loses the benefit of his +1 *full plate armor* as it melds into his body, even though the new form is capable of wearing armor.

As long as your new form is capable of holding weapons (that is, it has hands or other similarly dexterous extremities), you hold on to whatever weapons you had before the change. However, since the weapons are no longer of a size appropriate to you, you take a penalty on attack rolls with them as described on page 113 of the *Player's Handbook*. A human *polymorphed* into a troll can still hold his Medium weapons (although they're now one size category too small for optimal use and thus he'll suffer a –2 penalty on attack rolls).

On the plus side, he can now wield that Medium greatsword with only one hand, meaning he could pick up a shield or a second weapon to wield simultaneously.

Does a character's gear change size if his size changes as the result of a *polymorph* spell?

No. If the spell had this effect, it would specifically say so (see *enlarge person* on page 227 of the *Player's Handbook* for an example).

If your barbarian is regularly *polymorphed* into a troll or stone giant, you might want to consider carrying an extra Large weapon for use in those situations.

If my goliath is *polymorphed* into a stone giant, can he wield Huge weapons? What if the wizard just casts *enlarge person* on him instead?

No and no. *Alter self*, the base spell for the *polymorph* chain, states that you lose any extraordinary special attacks or qualities "from your normal form that are not derived from class levels." Since powerful build is an extraordinary quality derived from your form (it's a racial trait), it's lost when you take a new form. (The same is true of half-giants, who also have this trait.) The powerful build trait allows goliaths to act as one size category larger in some circumstances, such as when wielding weapons.

Most simple size-change effects, such as *enlarge person*, allow the character to retain all racial traits. A goliath whose size increased to Large could wield Huge weapons without penalty (and if reduced to Small size, he could wield Medium weapons without penalty). *Enlarge person* and *reduce person* wouldn't accomplish this (since they only work on humanoids, not on monstrous humanoids like goliaths), but the *expansion* psionic power would.

When my human is *polymorphed* into another creature, he loses any extraordinary special attacks and qualities. Does this include his bonus feat and bonus skill points? If so, how do I figure out which feat and skill points are derived from his racial traits?

A human's bonus feat and bonus skill points—like most other racial traits—are considered extraordinary qualities, and thus are lost whenever the character would lose such abilities (including when *polymorphed*). This is a good reason to keep track of which feat is your human bonus feat, since it might have wide-reaching effects (for instance, if Dodge was your human bonus feat, you'd lose the benefits of any other feats that have Dodge as a prerequisite, such as Mobility and Spring Attack).

Keeping track of where your bonus skill points are spent is more onerous, and likely less significant to play. If most of your skills are maxed out (that is, their rank equals your level +3, or half that for a cross-class skill), it's probably easiest simply to designate one skill as the repository for all your bonus skill points.

For ease of play, some DMs ignore this side effect, but doing so represents a clear benefit granted to humans.

Be aware that players of nonhuman characters may resent this "freebie."

When you use two *polymorph* spells in succession, do you keep any of the abilities gained from the first spell's form?

No. This falls into the category of "one effect makes another irrelevant" (see page 172 in the *Player's Handbook*). A *polymorphed* elf wizard who then casts *shapechange* wouldn't retain any of the abilities gained from *polymorph*—only the wizard's original form (elf) and new form (from *shapechange*, the last spell cast) matter.

If you cast *shapechange* (*Player's Handbook*, page 277) to take the form of a choker (*Monster Manual*, page 34), you gain its quickness supernatural quality. Could you cast a swift action spell in a round when you take an extra standard action? If so, wouldn't that allow you to cast three spells in a single round (one with each of your two standard actions, and one swift-action spell)?

Yes and yes. (Theoretically, so could any choker with spellcasting ability.)

What kind of spells work on characters *polymorphed* into creatures of different types than their own? Can you cast *hold person* on a humanoid who is *polymorphed* into a dire bear or would *hold monster* be required?

If a creature's type changes (such as from a *polymorph* spell), it is affected by spells according to its new type. An elf *polymorphed* into a dire bear is immune to *hold person* (since she is now an animal), but could be affected by *hold animal* or *hold monster*.

If, while under the effect of a spell that depends on type (such as *hold person*), my character is *polymorphed* into a different creature type does the spell's effect remain?

Yes. A spell only checks to see if you are a legal target when it is cast. If you become an illegal target later (such as via the *polymorph* spell), the spell remains in effect.

What properties of *polymorph* are inherited for the spell *polymorph any object* (*Player's Handbook*, page 263)? The guidelines suggest that it overrides the normal rules for creature type (an object isn't any type of creature) and Hit Die limits (turning a pebble into a human or a shrew into a manticore, for example), but the spell doesn't explicitly describe the changes.

You correctly note that *polymorph any object* isn't as clear as it could be. The intent of the spell, however, becomes clear by reading the accompanying charts. *Polymorph any object* retains all the limitations of *polymorph* except as follows:

- It can affect an object, and also adds "object" to the list of new forms allowed. It doesn't add any more eligible creature types for the new form (you can't use *polymorph any object* to assume the form of a construct, elemental, outsider, or undead).
- The assumed form still can't have more Hit Dice than your caster level (to a maximum of 15 HD at 15th level), but the secondary limit of the subject's original HD doesn't apply. A pebble (with no HD) or a lizard (with 1 HD) can be transformed into any form whose HD don't exceed 15 or the caster's level, whichever is lower. The new form can even have no HD at all (as in the case of a creature *polymorphed* into an object).

Does armor with the wild special ability (*Dungeon Master's Guide*, page 219) retain its functionality when used with a shapechanging ability other than wild shape (such as *shapechange*, alternate form, a druid's a thousand faces class feature, and so on)?

No. The armor specifically states that it allows the wearer to benefit "while in a wild shape." Even other effects functionally identical to wild shape (such as *polymorph*) don't allow the wearer to gain the wild armor's benefit.

Dragon

337 AD INDEX

PRODUCT	PAGE
2K Games	22–23
3AM Games	Gamer guide
Amarillo Design Bureau	Gamer guide
Arcana Imperii Prod.	51
BL Publishing	47
Cloud Kingdom Games	Gamer guide
Compleat Encounter	87
Crystal Caste	41
Dancing Dragon Des.	Gamer guide
Dragon Compendium	39
Eagle Games	14–15
GAMA	85
Game Trade Magazine	65
Gen Con LLC	19, 35
Grey Entertainment	29
Hit Pointe	Gamer guide
Horseman Events	Gamer guide
Malhavoc Press	71
Microsoft	Inside front, 3, 11, Back
Midway Games	33
Mindshare	61
Mongoose Publishing	67, 103
Noble Knight Games	Gamer guide
OffWorld Designs	13
Privateer Press	4–5
Reality Simulations	91
Reaper Miniatures	8–9
Rio Grande Games	43
Strategicon	Gamer guide
Wizards of the Coast	21, 49, 55, Inside back
Worlds of Wonder Art	Gamer guide
Your Move Games	81

by Richard Farrese

THE FREE PEOPLE

BARBARIAN

The League of the Free People unites a handful of small, nomadic, and fiercely independent tribes of barbaric halflings. For centuries uncounted, these tribes have striven to survive in the savage wilderness of the North, and despite many hardships remain proud, resourceful, and true to their ancestral ways of life. While each tribe of this loosely organized league is free to do as it pleases—and most of them keep to their own affairs—they are all sworn to protect their halfling brothers hailing from other clans.

HISTORY

The majority of uncivilized humanoid tribes who roam the vast northland wildernesses are warlike groups bent on destroying their neighbors. While this statement simplifies the intricate web of relationships that exists between the many barbarian clans of the North, most humanoid barbarian clans frequently wage war against neighboring tribesmen not of their race. For centuries, the various halfling tribes of the region struggled to fend off these attacks, but over the course of several generations they quickly found themselves outnumbered by their human, bugbear, and goblin neighbors, as well as the more savage humanoid races who populate the northland.

While some halfling tribes found allies in a few human barbarian clans, conflict with these people occasionally arose. In order to ensure the protection of all tribesmen of halfling heritage, the League of the Free People was founded some two hundred years ago.

GOALS AND ACTIVITIES

The first goal of the league is to ensure that halflings remain in the North. By regrouping the handful of small, independent, and often remote halfling tribes and occasionally organizing them into a single fighting force, the league ensures that its members retain what little ancestral lands rightfully belong to them—even when war breaks out with more savage and more populous tribes.

While the first mandate of the league is clear, its secondary goals are legion. The league wants to preserve the independence and uniqueness of each of its tribes, which rarely see eye to eye. Since its creation, the league has ensured all member tribes respect and assist one another in times of need. It has also established trade routes allowing faraway members to exchange goods and services, settled age-old disputes to ensure peaceful relations between all halfling tribes in the North, and formed a permanent militia to protect its members.

MEMBERSHIP AND HIERARCHY

Any halfling tribe in the region can request League membership. Also, any halfling hailing from one of these tribes can become a member of the special militia formed by the League of the Free People. The League is headed by a conclave of elders consisting of one member from each of the tribes under its protection. In times of need, this conclave can raise an army from among all the clans of the league to provide a great fighting force to any member in need.

LEAGUE MILITIAMAN [GENERAL]

You are a militiaman of the League of the Free People. You swore an oath to protect all members of the league.

Prerequisites: Halfling, Dodge, belong to a tribe associated with the League of the Free People.

Benefit: You are specially trained to fight opponents larger than yourself and can adopt a defensive combat style against them. During your action you can designate a Medium or larger fey, giant, humanoid, or monstrous humanoid with whom you are engaged in melee combat. Choose one effect to gain against the designated opponent: a +1 dodge bonus to your Armor Class or a +2 shield bonus to the Armor Class of any Small or smaller creature adjacent to you whom your designated opponent also threatens. You may designate a different opponent or choose a different effect or target of an effect on your turn as a free action.

by Daniel Lawson

HARBINGER

BARD

The harbinger reverses the fundamental power of bardic music to create darkness and doubt where the standard bard brightens the world with joyful melodies and uplifting tunes. He uses a form of bardic music ability designed to destroy the morale of others and lead them to destruction. The harbinger taps into the dark side of his art, bringing out the worst fears and insecurities in those around him.

The harbinger is a variant bard. Unless otherwise noted, a harbinger advances in the same manner as a bard (same Hit Die, base attack bonus, saving throw bonuses, skill points, and so on). When a character elects to take a level of bard or harbinger, he may not later take levels in the other class. This prevents the character from gaining the benefits of a 1st-level bard twice.

Alignment: Any nonlawful nongood.

CLASS FEATURES

All the following are class features for the harbinger.

Bardic Music: The harbinger's bardic music abilities differ from those of the standard bard. Unless otherwise noted a harbinger's bardic music abilities allow a Will save (DC 10 + 1/2 harbinger level + Charisma modifier).

Instill Fear (Su): A harbinger with 3 or more ranks in a Perform skill can use song or poetics to instill fear into his enemies, weakening them against fear and worsening their combat abilities. The harbinger must be able to see his targets and be seen or heard by them. The effect lasts for as long as the enemy hears the harbinger sing and for 5 rounds thereafter. An affected enemy takes a –1 penalty on saving throws against charm and fear effects and a –1 penalty on attack and weapon damage rolls. At 8th level, and every six harbinger levels thereafter, this penalty increases by 1 (–2 at 8th, –3 at 14th, and –4 at 20th). Instill fear is a mind-affecting fear effect.

Encourage Failure (Su): A harbinger of 3rd level or higher with 6 or more ranks in a Perform skill can use his music or poetics to cause one enemy to fail at a task. The enemy must be within 30 feet and able to see and hear the harbinger. The harbinger must also be able to see the enemy. The affected target takes a –2 penalty on all rolls for 1 round. Encourage failure is a mind-affecting ability.

Dishearten (Su): A harbinger of 9th level or higher with 12 or more ranks in a Perform skill can use music or poetics to dishearten a single enemy within 30 feet, causing the enemy to cower even against the weakest foe. For every three harbinger levels the character attains beyond 15th, he can dishearten one additional creature. To dishearten, a harbinger must sing and the enemy must hear the harbinger sing for a full round. A creature so affected takes a –4 penalty on saving throws and AC. The effect lasts for as long as the enemy hears the harbinger sing and for up to 5 rounds thereafter. Dishearten is a mind-affecting ability.

Dirge of Binding (Sp): A harbinger of 12th level or higher with 15 or more ranks in a Perform skill can use music or poetics to create an effect that paralyzes one target. The effect lasts as long as the creature can hear the harbinger.

Drain Prowess (Su): A harbinger of 18th level or higher with 21 or more ranks in a Perform skill can use his music or poetics to drain prowess from up to four enemies within 30 feet, weakening their skills and fighting capabilities. For every three levels a harbinger attains beyond 18th, he can target one additional enemy with a single use of this ability. To be affected the enemies must be able to hear the harbinger sing. The effect lasts for as long as the enemy hears the harbinger sing. A creature drained of prowess gains two negative levels. These negative level remains as long as the target creature can hear the harbinger. They never result in a permanent level loss.

FROM THE PROS

by Jesse Decker

ESSENTIAL SPELLS 7-9

CLERIC

Once your adventuring group gains 7th-level spells the game has changed forever. Distance is no longer a barrier and you have an ever-increasing ability to customize your group's array of spells and items to deal with a specific threat. Because of this, you should probably prepare two lists of spells: the "I'm going on an adventure" spell list and the "I'm getting information" spell list. The comments below and in previous articles in this series focus on adventuring spells, but don't forget about information gathering during down times. See the cleric CLass Acts in issues #335 and #336.

7TH-LEVEL SPELLS

Destruction: This save-or-die spell carries some baggage. With the death descriptor, it might not seem appropriate for good or neutral clerics.

Ethereal Jaunt: This spell can easily save your character's life, and since things always get dicey once the cleric goes down, it can save the party's life too. Although you can use it to zip undetected through some dungeons, it's very risky to go off alone.

Greater Restoration: This spell saves the party a lot of trouble and expense, but it can eat up XP if overused. If you prepare this, make sure that the party springs for some scrolls of *restoration* too so you only use this spell when you absolutely must.

Summon VII, VIII, IX: Summoning really hits its stride after 7th level, when powerful earth elementals can soak up hundreds of points of damage (that would otherwise go to the party) and powerful outsiders can lend you their spells and spell-like abilities.

8TH-LEVEL SPELLS

Antimagic Field: So powerful. So confusing. While this spell's power can't be argued, your game's probably more fun if no one ever casts it.

Dimensional Lock: In the right environment (where you can prevent your foe from just walking out of the area), this spell can mean the difference between having to kill a pit fiend once or... well... more than once.

Holy Aura (et al.): Although these spells often don't stack with a party's protective items, and spell resistance can be problematic for some groups (remember it takes a standard action to lower SR), they can, with some groups, provide a powerful array of benefits.

Spell Immunity, Greater: High-level sorcerers are so much easier to run than high-level wizards that your DM probably favors them. As soon as you're sure you're dealing with a spontaneous caster rather than a preparation caster, this spell gets a big jump in power. Don't forget humble things like Gather Information checks that can tell you what spells a notable NPC spellcaster favors.

9TH-LEVEL SPELLS

Energy Drain: It is up to you (and your DM) whether your good-aligned cleric should cast this powerful debuff from the necromancy school, but if it fits your character this is the spell you should use to weaken those single, powerful "boss monsters."

Etherealness: This spell is so good that it feels like cheating. Float through the dungeon to the final encounter and ambush the main bad guy. Warning: DM's hate this and if you abuse it, anti-ethereal measures might (and in my belief should) show up quickly.

Implosion: Another spell that "feels evil" even though it lacks the evil descriptor. My good and neutral clerics don't cast this spell for flavor reasons, but there's no arguing with its power.

Mass Heal: A no-brainer. This spell can easily become the key to overcoming a difficult encounter. The trick is to make sure it's needed, because if a lesser healing spell does the job you don't want to waste this spell.

Miracle: While *miracle*'s versatility is nice, if you (and the rest of your adventuring companions) have planned your spells carefully it's probably not worth trading a 9th-level spell (*miracle* itself) for a lower-level spell effect. However, because of the amount of DM adjudication involved with this spell, preparing it depends more on an evaluation of your DM than of the rules.

by John E. Ling, Jr.

DRUID ORGANIZATIONS

Many players and Dungeon Masters portray their druids as lone warriors who defend nature at all costs. Druids can, however, enjoy the benefits of membership in an organization, whether formal or informal. You can easily insert any one of the three groups described here into your druid's background. The benefits provided by the choice of school is only partially offset by its penalty, therefore the use of the optional benefits and penalties of these organizations requires your DM's approval.

ATTENDANTS OF THE FEY

When many people think of creatures of nature, they think of the fey. These elusive beings have an intimate bond with the natural world—so much so that many druids revere fey as the intended rulers of the world. These druids wage war on civilization, fighting against constant urban encroachment upon natural areas. The ultimate goal of the Attendants of the Fey is to bring about the fall of all urban areas, allowing nature (and by extension, the fey) to reclaim that which is rightfully theirs. Members of this group often have great respect for elven culture, since the elves integrate their society into the natural world, rather than warping or destroying the natural order to support their society. Members serve their fey masters faithfully. Failure to follow the orders of a fey can result in expulsion from the group, and might possibly cause the offending druid to have a price placed upon her head by those she betrayed.

Attendants of the Fey spend a disproportionate amount of time in the wilderness, communing with fey creatures. Therefore, they receive a +2 circumstance bonus on Knowledge (nature) checks that deal with the fey. Because of their single-minded dedication, however, they take a –1 penalty on all Diplomacy checks made against nonfey.

GLENENDALE PARK PROTECTORATE

Glenendale Park is one of the largest urban parks in the world. It thrives in the middle of a bustling city, offering a retreat from the hustle and bustle of urban life. It wasn't always this way, though. A terrible tragedy befell Glenendale Park 350 years ago, when a reckless evoker and her nemesis dueled within its confines. The evoker slew her rival, but in the process her errant *fireballs* burned down most of the park. Word spread quickly to the druids in the forest nearby. They dispatched a contingent to restore the park, and another to hunt down the reckless evoker. The park now thrives under the watchful eyes of the descendents of the druids who worked so hard to restore nature in the midst of this urban sprawl.

Members of the Glenendale Park Protectorate may add Knowledge (local) to their druid class skill list, but living in the midst of a city imposes a –1 penalty on Survival checks.

SISTERS OF THE POUNDING WAVES

This cabal of female druids believes that all life evolved from ocean-dwelling creatures, and so it is destined that all life shall one day return there. The sisters work to spread their beliefs throughout the world. They also aid the process whenever possible by creating great floods and populating bodies of water—especially new ones created by their flooding—with appropriate creatures. Some members of the cabal have gone so far as to perform experiments on humanoids and other land dwelling creatures in an attempt to make them better suited for life under the waves.

The sisters spend an inordinate amount of time in the water. Therefore, members of this cabal gain a +1 circumstance bonus on Swim checks. However, they lose Ride as a class skill.

by Paul Leach

VIKING RAIDER

FIGHTER

The Vikings were seafaring Scandinavians who terrorized much of Northern Europe between the 8th and 11th centuries CE, and they epitomized the violence and chaos of the late Dark Ages. Whether bent on plunder, conquest, or trade, the Northmen and their ships created a legacy of adventurers, heroes, and villains.

The term Viking is synonymous with all the Danish, Norse, and Swedish warriors of the period, but it originally applied only to seafaring raiders who went "a-viking," meaning to engage as warriors in raids. What brought the Northmen scourge upon a world just starting to recover from the collapse of the West Roman Empire? They were lured by the wealth of the emerging mercantile towns of the Frankish kingdoms and by the precious treasures of monasteries and churches found as far away as Ireland. They were drawn by Arab and Byzantine silver, which was easily exchanged for slaves, furs, and honey wax in Constantinople and other markets in the Black Sea region. Some sources indicate a population explosion pressured many Scandinavians to go abroad. Finally, their mastery of shipbuilding allowed them to produce seaworthy craft capable of surviving voyages on the open sea but shallow enough to travel the continent's river systems.

Not all the Vikings lived a life of raiding and trading. Many carved out kingdoms in faraway lands. In the 9th century, the infamous "Great Army" rampaged between England and France. In its wake, most of England fell under the Danelaw (the name given to lands ruled by the Danes), leaving Wessex as the last Saxon kingdom. Even though the English reconquered the British Danelaw, the impact of Viking culture and settlers survived. Even when intermarriage with those they conquered meant that they could not be considered true Northmen anymore they still maintained a fighting spirit that set them apart from most of their contemporaries.

Viking society was divided into four broad categories: nobility, professional warriors, freemen, and slaves. While the nobility and their retainers did most of the fighting, armed freemen (farmers and craftsmen) sometimes supported their lords in battle. Subjugated foreigners and slaves also provided military service to their Viking masters, usually acting as skirmishers.

The nobles and their warbands were armed with swords, axes (all types), knives, spears, and javelins. They sometimes treated swords and sheaths as works of art, covering them in ivory or golden decorations. The Scandinavians wore chain shirts and coats and used large wooden shields. Their helmets were often the metal conical type, but they also wore the Vendel "goggle helms." The horned or winged helmets are probably the work of fantasy, but they might have existed as ceremonial items. The freemen warriors made due with leather or padded armor, spears, and bows.

The D&D fighter class is perfect for bringing Vikings to the game, especially those belonging to a chieftain's retinue. By taking the Seafarer feat, you can provide characters with the necessary skills to become accomplished sailors so they might go a-viking. If you do not play in a historical campaign, Viking types are common in GREYHAWK's Frost Barbarians and the FORGOTTEN REALM's Sword Coast.

Viking Title	English Title
Konnungr	King
Jarl	Earl
Hersir	Noble Vassal
Hirdman, Huscarle	Man-at-Arms
Bondi	Freemen
Thrall	Slave

SEAFARER [GENERAL]

You are a skilled sailor.

Benefit: Add Profession (sailor) and Survival to your class skills. You receive a +2 bonus on all Profession (sailor) checks and a +2 bonus on Survival checks made on a ship or boat.

by Peter Troia

THE METERED STYLE

MONK

The "metered" fighting style is a discipline that parallels a pattern of rhythmic metered units within a poem. The monk commits a poem to memory and recites it silently during combat.

The smallest metrical unit in poetry is called the "syllable." There are two kinds of syllables: stressed and unstressed. The fighting style mirrors these metrical units in combat. Stressed syllables represent the execution of quick thrusts or strikes. Unstressed syllables indicate executing counters or defensive maneuvers. The metrical unit in poetry known as the "foot" is a group of two or more of these stressed or unstressed syllables. This metrical unit is represented in the fighting style as a more extensive series of move combinations. A foot predominately containing stressed syllables is considered more offensive in nature, while a foot predominately containing unstressed syllables is considered more defensive. The strengths of this style lie within its precision, accuracy, and strict discipline. Its weakness comes in successfully finding and maintaining the metered rhythm of the selected poem.

Page 52 of *Unearthed Arcana* presents new fighting styles to better represent the varied styles seen both in real life and in martial arts movies. In exchange for the freedom to choose her bonus feats, a monk who takes a specific style gains a +2 bonus on a specific skill and at 6th level can gain an additional ability if she meets the prerequisites (she must meet the prerequisites at 6th level to gain this ability). The metered fighting style incorporates a pair of new feats.

1st-Level Skill Bonus: Concentration
1st-Level Feat: Defensive Metered Foot
2nd-Level Feat: Offensive Metered Foot
6th-Level Feat: Toughness
6th-Level Bonus Ability: You may take 10 on any Strength- or Dexterity-based skill check, even if distraction would normally not allow you to do so. *Prerequisites:* Concentration 9 ranks, Skill Focus (any Strength- or Dexterity-based skill).

NEW FEATS

Although usually associated with the metered fighting style, these feats are available to any character who meets the prerequisites.

Defensive Metered Foot [General]

You can recite an exacting poem in your head, allowing you to execute a precise series of rhythmic bobs and weaves that makes you frustrating to hit.

Prerequisite: Concentration 6 ranks, Improved Unarmed Strike.

Benefit: As a free action, choose an opponent. You gain a +1 cumulative dodge bonus to your Armor Class against the chosen opponent every time that opponent consecutively misses you in combat, to a maximum bonus of +5. As soon as the chosen target scores a successful hit against you all bonuses from this feat are lost. Your bonus resets to +1 the next time the chosen opponent misses you. The bonus to AC is determined by the previous attack, regardless of whether it occurred within the round, or in the preceding round, of combat. You may only use this feat against one opponent at a time.

Offensive Metered Foot [General]

You can recite an exacting poem in your head, allowing you to execute a precise series of pauses and strikes that partially reduces the element of chance from your attacks.

Prerequisite: Concentration 6 ranks, Improved Unarmed Strike.

Benefit: As a free action, choose an opponent. When making unarmed strikes against the chosen opponent you gain a +1 cumulative insight bonus on attack rolls for each successful consecutive hit beyond the first, to a maximum bonus of +5. As soon as any of your attacks miss the chosen opponent all bonuses from this feat are lost. Your bonus resets to +1 the next time you successfully strike the chosen opponent. The bonus to hit is determined by the previous attack, regardless of whether it occurred within the round, or in the preceding round, of combat. You may only use this feat against one opponent at a time.

by Amber E. Scott

PURIFICATION FEATS

PALADIN

As champions of justice and virtue, paladins possess the ability to chase out sickness and corruption wherever it lies. Not only do they take up arms against the forces of evil, they heal the sick with a touch and purify the diseased with a prayer. Some paladins have learned to channel their ability to remove disease and eliminate pestilence into other capacities.

Purification Feats function much like the divine feats from *Complete Divine*. Instead of requiring the ability to turn or rebuke undead, these feats require the ability to cast *remove disease* as a spell-like ability. Each use of a purification feat costs a minimum of one daily use of *remove disease*. Purification feats require a standard action to activate.

BANE OF DECAY [PURIFICATION]

You channel your purifying abilities into your weapon.

Prerequisite: Ability to cast *remove disease* as a spell-like ability.

Benefit: You can spend a weekly use of *remove disease* to make a melee weapon you hold either *+1 undead bane* or *+1 vermin bane*. If the weapon already bears an enhancement bonus, the bonuses do not stack. This ability lasts for 1 minute.

DETOXIFYING TOUCH [PURIFICATION]

You clear poisons from a person's body with a single touch.

Prerequisite: Ability to cast *remove disease* as a spell-like ability.

Benefit: You can spend two weekly uses of *remove disease* to produce a *neutralize poison* effect.

EXTRA REMOVE DISEASE [GENERAL]

You can remove disease more frequently than normal.

Prerequisite: Ability to cast *remove disease* as a spell-like ability.

Benefit: Each time you take this feat, you can use your *remove disease* spell-like ability two more times per week than normal.

Special: You can take this feat multiple times. Its effects stack.

SMITE CARRIER [PURIFICATION]

You channel your purifying ability to strike down toxic creatures.

Prerequisite: Ability to cast *remove disease* as a spell-like ability, smite evil ability.

Benefit: You can spend a weekly use of *remove disease* to use your smite evil ability on any nongood creature that possesses a poisonous or infectious natural attack. If you accidentally smite a good, nonpoisonous, noninfectious creature, the smite has no effect but the ability is still used up.

STRENGTHENED RESILIENCE [PURIFICATION]

You and your allies become hardier and more resistant to disease.

Prerequisite: Ability to cast *remove disease* as a spell-like ability.

Benefit: You can spend a weekly use of *remove disease* to grant yourself and two allies you touch a +4 sacred bonus on Fortitude saves made to resist diseases or poison. This applies to saves made to avoid becoming infected with a disease (natural or magical), to resist the effects of a disease, to fight off a disease, and to resist a poison's initial and secondary damage. This bonus lasts for 1 hour.

WHOLESOME FARE [PURIFICATION]

Your powers purify tainted food and drink.

Prerequisite: Ability to cast *remove disease* as a spell-like ability.

Benefit: You can spend a weekly use of *remove disease* to gain the ability to cast *purify food and drink* as a spell-like ability up to five times in the next 24 hours. Any unused castings of *purify food and drink* expire after 24 hours.

by Troy E. Taylor

RANGER

STANDING ORDERS

Stories of Tamara's Backwoods Brigade—a band of rangers whose exploits are now legendary—are still told around campfires, both to instruct new rangers and to remind veterans of their duty.

The brigade was founded by Yeskevitch and her aide-de-camp, a halfling scout named Puhtonem Skipstrider. Despite being a rebellious and undisciplined officer (or perhaps because of it), the castellan of Brochtroran Keep instructed Yeskevitch to form a regiment of irregular troops to neutralize the threat of local tribesmen and goblins.

The pair compiled all they knew about woodlands craft—enduring hardships, stealthy movement, tracking—and applied it to warfare. Their combined experiences became a list they called the Standing Orders.

Mountain men, trailblazers, and rugged frontier settlers answered Yeskevitch's call for volunteers, drawn by her own unsavory reputation. The castellan gave her the keys to the stockade, placing the jailed soldiers in her custody. It took some convincing, but she managed to recruit some seasoned rangers to serve as officers. The Backwoods Brigade was born from this ragtag assembly.

Soon, each member of the brigade could recite the orders from memory. Initially, the group proved its worth to the castellan as scouts. Later, it developed into a lethal fighting force in its own right.

When war comes to the frontier, many rangers still abide by the Standing Orders Yeskevitch formulated long ago.

THE REAL STANDING ORDERS

These Standing Orders were inspired by those given by the American-born Robert Rogers (1731–1795), whose Rogers' Rangers served as scouts and raiders for the British during the French and Indian War. By the end of the war he commanded nine companies and was promoted to major.

TAMARA YESKEVITCH'S STANDING ORDERS

1. In war, rangers rely on each other to survive. Wits and stealth count more than either bow or blade.
2. Keep your blade sharp and your quiver stocked. Carry spare bowstrings and be ready to march at a moment's warning. Don't forget anything.
3. March as if sneaking up on a deer. See the enemy first.
4. Always tell another ranger or an officer the truth about what you see and do. Lie all you want when you tell other people about the brigade.
5. Take no unnecessary chances.
6. March single file, far enough apart that a single arrow, spear, or spell can't strike two rangers.
7. On soft ground, spread out abreast and use magic and wiles to confound trackers.
8. March on until dark, giving the enemy the least possible chance to catch you.
9. In camp, half the group sleeps, the other half watches.
10. Keep prisoners separated before interrogation so they can't concoct a story between them.
11. March home a different route each time to reduce the chance of an ambush.
12. On march, put a scout 20 yards ahead, on each flank, and to the rear.
13. Set a prearranged meeting point each night in the event you must scatter if confronted by a superior force.
14. Post sentries and use magic to ward and warn you when you stop to eat.
15. Never sleep past dawn—that's when the enemy attacks.
16. Never cross a river by a regular ford.
17. If being trailed, make a circle to come back on your own tracks and ambush them.
18. Kneel, lie down, or hide behind a tree, but never stand up when the enemy comes against you.
19. Don't strike until the enemy is close enough to touch. Finish him with your axe.

by Charles Dunwoody

HONOR AMONG THIEVES

ROGUE

The word "rogue" conjures up images of a dashing scoundrel living by his wits. It can also evoke darker images of someone driven to get ahead no matter who gets hurt or what laws get broken. However, rogues don't always have to be roguish.

Another way to look at the rogue class is simply as a skilled specialist with some combat training. The following specialist descriptions allow a player the chance to shed a rogue's reputation for larceny and break the stereotype of the dishonest rogue. Any of these skilled professionals could leave her felonious ways behind and become an adventurer without being on the wrong side of the law.

APPRAISER

A great deal of treasure recovered by adventurers is legal to sell. The appraiser combines skills in valuing goods, detecting fakes, understanding how magic items should work, and who exactly might buy the goods to make a profit. Appraisers hear a lot of adventure stories and might become so interested that they become adventurers themselves.

Common Skills: Appraise, Decipher Script, Diplomacy, Forgery, Knowledge (local), Sense Motive, and Use Magic Device.

CITY SCOUT

A city scout enters a new city for a merchant or other interested party and learns the basics of how the city runs, who runs it, and what its people are like. She spends a lot of time on the street, in taverns, at glittering balls, and with merchants learning everything she can about a city. Some city scouts become adventurers after uncovering information on lost dungeons and hidden treasures.

Common Skills: Appraise, Bluff, Diplomacy, Gather Information, Knowledge (local), and Sense Motive.

COURIER

Sometimes a message is so important it must be hand delivered. A courier might serve in a kingdom's military or work for a courier's guild. Since an important message might be the target of attempted interception by enemies, a brush with danger might encourage a courier to change professions and dive into a life of adventuring.

Common Skills: Climb, Disguise, Jump, Listen, Move Silently, Ride, Spot, and Swim.

Common Feats: Dash (from *Complete Warrior*), Endurance, and Run.

INVESTIGATOR

An investigator knows a city well and works with or for the city guard (or private clients) in solving crimes. She can track down fugitives, bust up smuggling rings, and free kidnap victims. The pay usually isn't great, though, and some investigators take up adventuring to make more coin.

Common Skills: Bluff, Diplomacy, Disguise, Gather Information, Intimidate, Search, and Sense Motive.

Common Equipment: Magnifying glass, manacles, sap, and spyglass.

LOCKMASTER

The rich need more than locks in many cases. A skilled trapmaker can earn a decent living once she establishes a reputation. Making traps and locks can become tedious, and some lockmasters turn to adventuring for excitement and profit.

Common Skills: Appraise, Craft (locksmithing), Craft (trapmaking), Diplomacy, Disable Device, Knowledge (local), and Open Lock.

Common Equipment: Artisan's tools (locksmithing), artisan's tools (trapmaking), and locks.

by Hal Maclean

SPELL GRAFTS

SORCERER

With a word and gesture a sorcerer unleashes titanic power. The raw force of his personality can level mountains, put oceans to flight, or even unmake the world itself. Some sorcerers turn inward, walking a path toward personal perfection, blending their mastery of arcane lore with a stunning insight into anatomy. These sorcerers learn how to endow their body parts with but a tiny fragment of their eldritch knowledge, gaining the power to work magic through their limbs, their eyes, and even their very flesh. The Spell Graft feat grants access to this ability.

SPELL GRAFT [GENERAL]

Your special insight into arcane theory allows you to imbue a body part with the inherent power of one of your spells.

Prerequisite: Knowledge (arcana) 8 ranks, Craft Wondrous Item, ability to cast arcane spells without preparation.

Effect: You may, by sacrificing one of the spells you currently know, endow a body part with a magical ability similar to that of the spell you sacrificed. You may not regain the sacrificed spell even if you subsequently gain the ability to learn a new spell of that level. In a sense you still retain the chosen spell, but you simply use it in a different way. Treat the DC of any saving throw for this ability as equal to that of the spell you sacrificed. Using a spell graft requires a standard action; you may use the ability granted by a spell graft once per day per 4 character levels.

Special: You may take this feat multiple times. Each time you must sacrifice a different spell and endow a different body part with a power.

GRAFTS

The following spell grafts present only a sampling of those available.

After Images (Su): During moments of exertion the sweat glands embedded in your skin release a potent illusion, generating frozen images of yourself to shimmer in your wake. Any round in which you move more than 5 feet you gain a +2 dodge bonus to AC due to the brief yet confusing illusory duplicates of yourself you create along your path. You must permanently sacrifice *mirror image* to gain this effect. Once activated, this ability lasts for 1 round/class level.

Cinder Fists (Su): Rough as charcoal, your hands thrive on heat and are capable of exploding into flames. Your hands (only) gain immunity to fire, permitting you to do such things as reach into lava pits, grab flaming weapons, or punch fire creatures without harm. Since the rest of your body enjoys no such immunity you remain vulnerable to any fire spells and effects affecting more than just your hands. Furthermore, you may, as a standard action, ignite or extinguish your hands. When alight, your unarmed strikes deal an additional 1d4 points of fire damage. You must permanently sacrifice *burning hands* to gain this effect. Once activated, this ability lasts for 1 round/class level.

Cobra's Hood (Su): At one with the shadows and the terrors of the night, you may cause the folds of your neck and upper back to rear up in a startling display of palpable menace. You can cause the skin around your neck and shoulders to flare up and form a shape similar to that of a cobra's hood, granting you a +4 bonus on Intimidate checks against any foe able to see you. In addition, if you succeed in intimidating a foe while you enjoy partial concealment against him he must make a Will save or become frightened for 1 round/class level. You must permanently sacrifice *scare* to gain this effect. Once activated, this ability lasts for 1 round.

Red Eye (Su): A piercing beam of crimson light erupts from one of your eyes, allowing you to focus your undivided attention on one specific foe. This allows you to add your Intelligence modifier as well as your Dexterity modifier on any ranged attack rolls made against your foe so long as you refrain from attacking anyone else and he remains within line of sight. You must permanently sacrifice *true strike* to gain this effect. Once activated, this ability lasts for 1 round/class level.

by Joshua Cole

HALFLING WIZARDS

WIZARD

Lacking the great colleges of wizardry in which human and elven wizards learn their craft, halflings master magic by practice, curiosity, and the random accumulation of knowledge.

HALFLING WIZARD SUBSTITUTION LEVELS

Halfling wizards gain a new form of versatility.

REQUIREMENTS

To take a halfling wizard substitution level, a character must be a halfling about to take her 2nd, 5th, or 12th level of wizard.

CLASS SKILLS

Halfling wizard substitution levels grant the same class skills as the standard wizard class.

Skill Points at Each Level: 2 + Int modifier.

CLASS FEATURES

All of the following are features of the halfling wizard's racial substitution levels.

Alternative Spell (Ex): At 3rd level, the wizard gains a single spell known. This spell can be chosen from any 1st-level spell list, not just the wizard spell list. If this spell does not appear on the wizard spell list, treat the spell as 2nd level when prepared and cast by this wizard.

This substitution feature replaces the standard wizard's two automatic spells learned.

Lore (Ex): At 5th level, the wizard knows legends or information regarding various topics, just as a bard can with bardic knowledge. She adds her wizard level and Intelligence modifier to the lore check, which otherwise functions like a bardic knowledge check.

This substitution replaces the wizard's two automatic spells known and her bonus feat gained at 5th level.

Greater Alternative Spell (Ex): At 12th level, the wizard gains a single spell known. This spell can be chosen from any spell list, not just the wizard spell list, but it can be no higher than 5th level. If the spell appears on the wizard spell list she must learn it at the level it appears on that list, even if it appears at a lower level on another list. If this spell does not appear on the wizard spell list, treat the spell as one level higher when prepared and cast by this wizard.

This substitution feature replaces the standard wizard's two automatic spells learned.

SUBSTITUTION LEVELS

A substitution level is a level of a given class that you take instead of the level described for the standard class. Selecting a substitution level is not the same as multiclassing—you remain with the class for which the substitution level is taken. The class features of the substitution level simply replace those of the standard level.

To qualify to take a racial substitution level, you must be of the proper race.

For each class with racial substitution levels, you can select each substitution level only at a specific class level. When you take a substitution level for your class at a given level, you give up the class features gained at that level for the standard class, and you get the substitution level features instead. You can't go back and gain the class features for the level you swapped out—when you take your next level in the standard class, you gain the next higher level as if you had gained the previous level normally.

HALFLING WIZARD RACIAL SUBSTITUTION LEVELS

HIT DIE D4

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
3rd	+1	+1	+1	+3	Alternative Spell
5th	+2	+1	+1	+4	Lore
12th	+6/+1	+4	+4	+8	Greater Alternative Spell

Nodwick

by Aaron Williams
www.nodwick.com

Ah, Thanksgiving. When the line between what you *should* eat and what you *can* eat is blurred.

I'VE NEVER HEARD OF THIS TRADITION BEFORE.
THE HARVEST FEAST OF THE HARVEST BEAST IS AN ARCANE RITUAL, BUT TIMES LIKE THESE BRING BACK OLD WAYS.
TIMES LIKE THESE?
CROP BLIGHT.
SO BASICALLY, WE'RE HUNTING THE BIGGEST SOURCE OF PROTEIN WE CAN TO KEEP THE TOWN FROM STARVING.
OH.
ONE RATHER UN-EPIC HUNT LATER...
SOMEHOW, I DON'T THINK A HEDGEHOG WILL FEED A WHOLE LOT OF PEOPLE.
WHAT IF WE USE IT FOR BAIT TO LURE SOMETHING LARGER?
DIRE BOARS APPARENTLY LIKE HEDGEHOGS.
BETTER, BUT STILL NOT ENOUGH FOR EVERYBODY.
MORE BAIT, THEN...
LANDSHARKS CAN'T RESIST DIRE BOAR. HONEST.
NOW THAT'S MORE LIKE IT!
PERHAPS WE CAN GET SOMETHING A LITTLE MORE APPETIZING TO COME ALONG...
YOU THINK PEOPLE WILL EAT THAT?
OUR HEROES EVENTUALLY SACRIFICE PRESENTATION FOR QUANTITY...
IF WE HAVE A FAMINE NEXT YEAR, I THINK I'LL GIVE STARVATION A TRY.
STEP RIGHT UP, FOLKS! THERE'S STILL PLENTY TO GO AROUND! AND GRAVY!
NAUGHTY-BAD MONSTERS NEVER TASTED SO GOOD!
SO THEN YOU STUFFED A LANDSHARK INSIDE A PURPLE WORM AND THEN A TARRASQUE?
PRETTY MUCH. GREAT LAYERING OF MEATS, HUH? WATCH THAT BIT THERE, THAT'S HENCHMAN. HE'S FRESH, THOUGH...

DORK TOWER®
BY JOHN KOVALIC
HOLY COW, "THE 40-YEAR-OLD VIRGIN" WAS HILARIOUS. WHAT A GREAT MOVIE!
I HAVEN'T LAUGHED SO MUCH IN AGES!
WOW, THAT WAS PROBABLY THE BEST MOVIE ABOUT THE GEEK LIFESTYLE THAT I'VE EVER SEEN.
ARE COLLECTORS REALLY LIKE THAT?
I DON'T BELIEVE IT! A MAINSTREAM MOVIE THAT'S SYMPATHETIC TO HOBBYISTS... ONE THAT WASN'T CONDESCENDING!
IT WAS SO SWEET!
THAT WAS AN INCREDIBLY PLEASANT SURPRISE!
DID YOU SEE ALL THOSE DORKY REFERENCES IN HIS APARTMENT?
SOME-BODY DID THEIR NERD HOME-WORK!
EXIT
WHAT A CON! YOU CALL THAT PAINTING MINIATURES? HE HAD NO DRYBRUSH TECHNIQUE! HIS BRUSH STROKES WERE TERRIBLE! IT WAS SO TOTALLY UNREALISTIC, I WANTED TO GAG!
THERE'S A REASON YOU HAVEN'T HAD A DATE IN SIX MONTHS, YOU KNOW...
KOVALIC

©2005 SHETLAND PRODUCTIONS JOHN@KOVALIC.COM WWW.DORKTOWER.COM
HTTP://WWW.LIVEJOURNAL.COM/USERS/MUSKRAT_JOHN

ZOGONIA
BY T.M.
THIS BIRD FLEW ONTO MY HAND THIS MORNING! IS THAT NOT AMAZING?! I HAVE DECLARED IT OUR NEW MASCOT!
A BIRD!
IT'S PROBABLY A WIZARD'S FAMILIAR. WE SHOULD KILL IT IMMEDIATELY.
DO NOT DISRESPECT THE MASCOT WITH FALSE ACCUSATIONS, KEV. NOW GO AND DIG UP A WORM FOR ITS MEAL.
DIG?! DINDIL IS THE DWARF, NOT ME!
TONY MOSELEY © 2005 WWW.ZOGONIA.COM
STUPID IDIOT BIRD. RUINING MY LIFE. MAKING ME USE A SHOVEL....
HEY, I DUG AND DUG, BUT THERE ARE NO WORMS OUT HERE.
THEN YOU DIDN'T DIG DEEP ENOUGH. IT AIN'T RAINED IN A WHILE, SO THE WORMS ARE DEEP WHERE THE MOIST DIRT IS.
STUPID IDIOT DWARF, KNOWING WHERE THE WORMS GO, RUINING MY LIFE.....
CRIPES! STILL NO WORMS. I WONDER HOW MUCH DEEPER I SHOULD DIG?
WHY'S THE GROUND MOVING?
★ƱƵ!
DINDIL, GO SEE WHAT KEV IS YELLING ABOUT.
HE PROBABLY FOUND A WORM AND IS SCARED TO TOUCH IT.
AAA
...AND THAT IS HOW KEV MANAGED TO KILL MY BIRD AND DESTROY 40% OF THE TOWN....AND YOU KNOW WHAT? HE DOES NOT CARE.
WA HA HA HA HA!!